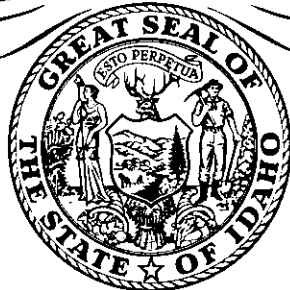


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

LANG WAYNE EQUIPMENT COMPANY

a corporation duly organized and existing under the laws of **Maryland** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **28th** day of **December**, **19 59**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **December** **19 59**, a designation of **Ralph R. Breshears** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **December**, A.D. 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION

of

LANG WAYNE EQUIPMENT COMPANY

We, Mary H. DeWitt, of 579 Fifth Avenue, New York 17, N. Y., Dorothy Darvas, of 579 Fifth Avenue, New York 17, N.Y., and Louis Sahr, of 579 Fifth Avenue, New York 17, N. Y., being persons of at least twenty-one years of age, do hereby sign, acknowledge and file Articles of Incorporation, setting forth the following statements, for the purpose of organizing a corporation for profit pursuant to Article 23 of the Annotated Code of Maryland as amended and supplemented:

FIRST: That the name of the corporation (which is hereinafter termed the "Corporation") is LANG WAYNE EQUIPMENT COMPANY.

SECOND: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To engage generally in the purchase, sale and distribution of automotive servicing machinery and equipment, liquid handling machinery and equipment, and any other machinery and equipment and any and all parts thereof and businesses incidental thereto, and to acquire, design, manufacture, alter, improve, repair, reconstruct, equip, install, sell, exchange, import, export or otherwise deal, trade and traffic in the same and all similar and kindred equipment, machines, apparatus and devices, and any parts thereof.

(b) To apply for, purchase or otherwise acquire, own, promote, use, introduce, develop, exploit, control and deal in, sell, assign, or otherwise dispose of and grant licenses in respect of, or otherwise turn to account, trademarks, trade-names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States or elsewhere.

(c) To purchase or otherwise acquire, hold, own, become interested in, sell, assign, transfer, exchange, trade and deal in, mortgage, pledge or otherwise dispose of, or turn to account, or realize upon the shares of the capital stock, bonds, debentures, certificates

of indebtedness, certificates of interest, evidences of debt, mortgages, trust participation or other certificates or receipts evidencing interest in any security or securities, or other similar instruments or rights established or created by any other domestic or foreign corporation, or by any associations, firms, trustees, individuals, or issued or created by others; to exercise in respect thereof any and all rights, powers, privileges of individual ownership or interest therein, including the right to vote thereon and to consent or otherwise act with respect thereto; to do any and all acts or things for the preservation, protection, improvement, enhancement and advancement thereof or designed to accomplish any such purpose, and to aid by loan, guaranty or in any manner whatsoever to the extent that the same may be permitted to corporations organized under the laws of the State of Maryland, those issuing, creating or responsible for such securities.

(d) To purchase, or otherwise acquire, all or any part of the business, good will, rights, property and assets and to assume and otherwise provide for all or any part of the liabilities of any corporation, association, partnership, individual or others in so far as may be permitted by the laws of the State of Maryland; to hold or in any manner to dispose of the whole or any part of the property so acquired; to take over as a going concern and continue in its own name any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(e) To take by purchase, hire, lease or otherwise acquire, sell, mortgage and deal in real estate and real property, either improved or unimproved, or any interest or right therein, and to own, hold, control, maintain, manage, develop and improve the same in any State of the United States or elsewhere.

(f) To construct, purchase, or otherwise acquire and establish, to equip and furnish, and to sell, lease or otherwise dispose of and to turn to account any and all works, plants and buildings necessary and convenient or useful in connection with the transaction of any part of the business of the Corporation.

(g) To undertake and carry on any business undertaking, enterprise, venture, transaction or operation

commonly undertaken or carried on by manufacturers, contractors, merchants, commission men and agents, and to act as commercial or general agent or representative of any corporation, association, firm, individual or others.

(h) To acquire, hold, own, dispose of and generally deal in and deal with any and all grants, options, concessions, franchises and contracts or any interest therein or rights appertaining thereto; to cause to be formed and to create and aid in any way in the formation of any corporation, domestic or foreign.

(i) To buy, sell, acquire, lease, develop, handle, manufacture, import, export and deal in any and all kinds of property, tangible or intangible, that may be dealt in by a business corporation, whether the same be of the classes specified above or otherwise.

(j) To borrow money and, for moneys borrowed or in exchange or payment for property acquired or for any other objects and purposes of the Corporation or otherwise, in connection with the transaction of any part of its business, to issue its stock, bonds, debentures, notes and other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any and all of its properties and assets as security therefor, in the manner permitted by the laws of the State of Maryland.

(k) Subject to the restrictions and limitations imposed by law, to make, accept, endorse, guarantee, execute and issue notes, bills of exchange, and deliver obligations, to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness, securities or any other property, and to loan money to, with or without collateral or other security, or guarantee any contract or contracts or other obligation or obligations of, or enter into any collateral obligation or obligations for any person, firm or corporation with which it may desire to do business or have any transactions or in which it may be in any wise directly or indirectly interested, or in any other cases authorized by the Board of Directors.

(l) To carry on any business of the same general character as the foregoing, and to do all and every thing necessary, suitable and proper for the accomplish-

ment of any one or more of the objects herein set forth, either alone or in association with other corporations, firms or individuals, and to do any and all other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, that a corporation may do, provided the same be not inconsistent with the laws under which this Corporation is organized.

(m) The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the laws of the State of Maryland.

THIRD: The post-office address of the place at which the principal office of the Corporation in the State of Maryland will be located is West College Avenue, Salisbury, County of Wicomico, and the name of the resident agent of the Corporation is W. T. Thornton, Jr., West College Avenue, Salisbury, Maryland, who is a citizen of the State of Maryland, actually residing therein.

FOURTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000), all of which are of one class and of a par value of Ten Dollars (\$10.00) each, and the aggregate par value of which is One Hundred Thousand Dollars (\$100,000.00).

FIFTH: No contract or other transaction between the Corporation and any other corporation or corporations shall be deemed to be affected or invalidated by the fact that any one or more or all of the directors or officers of this Corporation is or are interested in or is or are directors or officers of such other corporation or corporations, and any director or officer, or directors or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or officer, or directors or officers, of this Corporation is a party or are parties or

interested in such contract, act or transaction or in any way connected with such person or persons, firm or association, and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested.

SIXTH: No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of any of the unissued stock of the Corporation, or for any part of any additional stock of any class to be issued pursuant to any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures or other securities, convertible into stock of the Corporation, but any such unissued stock or any such additional authorized issue of new stock or of securities convertible into stock may be issued and disposed of by the Board of Directors pursuant to resolution, to such persons, firms, corporations or associations, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, without offering to the stockholders then of record, or any class of stockholders, any thereof on the same terms or on any terms; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as the said Board of Directors shall in the exercise of its discretion determine, be offered to holders of any class or classes of stock at the time existing, to the exclusion of holders of any or all other classes at the time existing.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The number of directors of the Corporation, until the first annual meeting of stockholders or until their successors are duly elected and qualify, is three.

The names of the directors of the Corporation, to serve until the first annual meeting of stockholders or until their successors are duly elected and qualify, are as follows:

C. F. Bateman
W. T. Thornton, Jr.
Elinor B. Adkins

NINTH: The Board of Directors shall have the general management and control of all of the business and property of the Corporation and may exercise all of the powers of the Corporation except such as are by law or by the Charter or by the By-Laws conferred upon or reserved to the stockholders.

TENTH: Amendments to the Charter, including amendments changing the terms of any of the outstanding stock by classification or reclassification, or otherwise, authorized by the laws of the State of Maryland at the time of making such amendments, may be made upon the consent of the holders of a majority of the total number of shares of stock issued and outstanding expressed in writing, with or without a meeting, or by a vote at any regular meeting of stockholders, or at any meeting called for that purpose in the manner provided by the By-Laws of the Corporation for special meetings of stockholders.

ELEVENTH: The Corporation, in so far as it may be permitted by law, may increase the authorized capital stock of the Corporation by increasing the number of shares thereof and the classification, if desired, of such increase, and/or may consolidate or merge into or with any other corporation or association and/or sell, lease or exchange all of its property and assets as an entirety, including its good will and franchises or any part thereof, upon such consideration and such terms as may be approved by the holders of a majority of the stock, expressed in writing, with or without a meeting, or by vote at any regular meeting of stockholders, or at any meeting called for that purpose, in the manner provided by the By-Laws of the Corporation for special meetings of stockholders.

TWELFTH: The Corporation may close its affairs and be dissolved in the manner provided by law upon the vote of the holders of a majority of the total number of shares of the stock issued and outstanding.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 4th day of December, 1959.

MARY H. DeWITT

DOROTHY DARVAS

LOUIS SAHR

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS.:

THIS IS TO CERTIFY that on the day, month and year hereinafter set forth, before me, the subscriber, a Notary Public of the State of New York, in and for the County aforesaid, personally appeared MARY H. DeWITT, DOROTHY DARVAS and LOUIS SAHR, and severally acknowledged the foregoing Articles of Incorporation to be their respective act, in association with the other subscribers thereto.

Dated: December 4, 1959.

RUTH T. VOGEL
~~NOTARY PUBLIC, State of New York~~
No. 03-4107950
Qualified in Bronx County
Commission Expires March 30, 1961

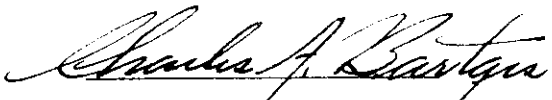
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

THIS IS TO CERTIFY THAT the within instrument is a true
copy of the **Articles of Incorporation of**

LANG WAYNE EQUIPMENT COMPANY

as approved and received for record by the State Department of
Assessments and Taxation of Maryland, **December 8, 1959**
at **3:38** o'clock **P.M.**

AS WITNESS my hand and official seal of the said Department
at Baltimore this **11th** day of **December, 1959.**


Charles A. Bartgis
Acting Director