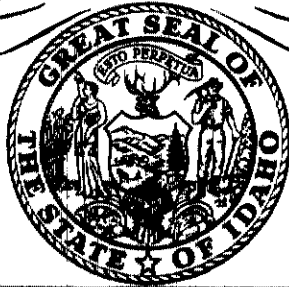


State of Idaho



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

BEARINGS, INC.

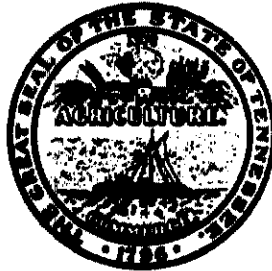
a corporation duly organized and existing under the laws of **Tennessee** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **5th** day of **April** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **5th** day of **April** 19 **65**, a designation of **T. H. Eberle or W. C. Roden** 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 **5th** day of **April**, A.D. 19 **65**.

Secretary of State.

State of Tennessee



Department of State

I, Joe C. Carr, Secretary of State of the State of Tennessee,
do hereby certify that the annexed is a true and correct copy of the
Charter of Incorporation of

BEARINGS, INC.

which was recorded in this office on July 26, 1957 in Charter Book
Misc. A-35, page 501 and amendment thereto, recorded on September 23,
1957 in Book P-44, page 704, increasing the capital stock.



IN WITNESS WHEREOF, I have hereto affixed my signature
and the Great Seal of the State, at Nashville, this 23
day of March in the year of our Lord
nineteen hundred 65


Secretary of State

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Name. First. The name of this corporation is BEARINGS, INC.

Business. Third. The general nature of the business to be transacted by this corporation is buying, selling, and dealing in (wholesale and retail, on its own account or on commission or on consignment, either directly or through agent or agents) all types of machinery, and lubricants, and all kinds and types of parts, appliances, and equipment for automotive and industrial use, and the doing of any and all things necessary or incidental thereto, including the holding, owning, or leasing of real estate used in the said business.

Initial Capital.
Fifth. The amount of capital with which this corporation will begin business shall be One Thousand Dollars (\$1,000.00); and

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when such amount so fixed shall have
been paid for, his subscriptions
of the stock of this corporation shall be
entirely and it may proceed to do business
in the same manner and as fully as though
the full amount of shares authorized
and the full amount of the subscribed
capital had been paid for and received
for.

Section Sixth. The term of existence of this corporation
shall be years.

We, the undersigned, apply to the State of Ohio, by
virtue of the laws of the said State, for a Charter of Incorporation
for the purposes and for the term, etc., declared in the above-
going instrument.

Witness our hands this 19th day of July, 1907.

William H. Talmage

Charles R. Ault

John H. Shelley

STATE OF OHIO, COUNTY OF CUYAHOGA

NOTARY PUBLIC
IN AND FOR THE STATE OF OHIO
My Comm. expires _____

Personally appeared before me, a Notary Public, the within
named incorporators, William H. Talmage, Charles R. Ault and
John H. Shelley with whom I am personally acquainted, and who
represented that they executed the within application for a
Charter of Incorporation for the purposes therein contained and
expressed.

Witness my hand and official seal at office in Cleveland,
Ohio, this 19th day of July, 1907.

W. H. Talmage

Notary Public
in and for the State of Ohio
My Comm. expires _____

My Commission expires _____ day of _____, 1907.

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I, JOHN G. CANN, Secretary of State, do hereby certify that the Charter, with certificate attached, for the purpose of the said Charter, was the same as the original and is a true copy, was the same as the original and is a true copy.

Witness my hand and seal, this 1st day of July, 1907.

JOHN G. CANN,

SECRETARY OF STATE.

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OF COPY

STATE OF TENNESSEE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

W. J. M. BAUENING and W. A. FAIDORAF, the President and Assistant Secretary, respectively, of BEARINGS, INC., a corporation chartered and organized under the laws of the State of Tennessee, hereby certify:

FIRST: That at a meeting of the Board of Directors of said BEARINGS, INC., duly held and convened, a resolution was adopted setting forth an amendment proposed to the Certificate of Incorporation of said corporation as follows:

AMENDED, that the Certificate of Incorporation of said BEARINGS, INC., be amended by striking out Article IV in its entirety and by inserting in lieu thereof the following:

"Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is ten thousand (10,000), all of which shall be common stock with a par value of One Dollar (\$1.00) each."

and a meeting of the stockholders of the corporation was called in accordance with the laws of the State of Tennessee to consider the advisability of the amendment set forth above.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders was duly held, in accordance with the laws of the State of Tennessee and the by-laws of the corporation, at the office of the corporation in the city of Cleveland, State of Ohio, on the 14th day of September, 1937, at 10:00 o'clock A. M., at said meeting stockholders representing more than a majority of the stock of said corporation were called to vote upon said

**POOR QUALITY
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Amendment were present in person or by proxy; that at said meeting the vote of the stockholders was canvassed by the Secretary, of the corporation and said amendment was adopted, the persons or bodies corporate holding the majority of the issued and outstanding stock of said corporation entitled to vote upon said amendment, voting for said proposed amendment to-wit: One thousand (1,000) shares out of the total issue of 2,000 shares (2,000) shares of common stock were voted for said proposed amendment and no shares were voted against the same.

Now, therefore, we, the said J. L. FROST, President, and the said W. A. FROST, Assistant Secretary, of said Corporation hereby certify the fact of the adoption of the amendment above set forth to the stockholders of said corporation, to the end that this certificate of amendment may be recorded in the Office of the Secretary of State, and duly recorded in the Office of the Register of Deeds, and that the charter of said FROST, INC. be amended as aforesaid.

J. L. Frost
President
W. A. Frost
Assistant Secretary

Dated: September 17, 1917.

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STATE OF OHIO }
COUNTY OF CUYAHOGA }

Personally appeared before me WILLIAM H. YALMAGE, a Notary Public in and for the State and County aforesaid, J. M. BARNES and H. A. FALGOUT, the persons who executed the foregoing certificate, with whom I am personally acquainted, and who came with before me in due form of law and I, the said WILLIAM H. YALMAGE, do hereby certify that the said J. M. BARNES is the President and H. A. FALGOUT is the Assistant Secretary of the said corporation known as the CUYAHOGA COUNTY SALT CORPORATION, and that the statements made in the foregoing certificate are true; and each of them acknowledged that they, as President and Assistant Secretary of said corporation, executed the foregoing certificate of attachment to the certificate of incorporation for the purposes therein recited and are prepared

Attest my hand and official seal at Cleveland, Ohio,
this 17th day of September, 1937.

William H. Yalmage
Notary Public

My Commission Expires 17th day of
September, 1938

WILLIAM H. YALMAGE, Notary Public
My Commission Expires September 17, 1938

FILED, PAUL, 1917

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I, JOSEPH W. BAKER, Secretary of State, do hereby
certify that this instrument is correct, with certain exceptions
the foregoing is a true copy, was this day registered in
certified to me. This the 25th day of September, 1917.

JOSEPH W. BAKER,
SECRETARY OF STATE.

FEB. 25, 1917