

State of Idaho

Department of State

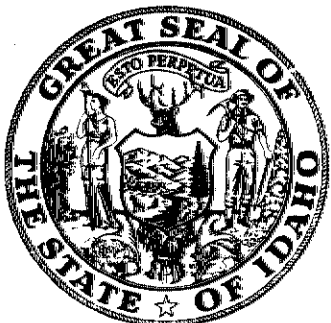
CERTIFICATE OF INCORPORATION OF

TOOLS ONE, INC.
File number C 117434

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 18, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Hartley*

ARTICLES OF INCORPORATION
OF

TOOLS ONE, INC.

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SECRETARY OF STATE
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I, the undersigned, incorporator for the purposes of forming a corporation under and pursuant to Title 30, Chapter 1 of the Idaho Code do hereby certify the following:

I.

The name of the Corporation shall be:

TOOLS ONE, INC.

II.

The duration of this Corporation shall be perpetual.

III.

The purpose of this Corporation is sales and distribution of hand and power tools and any lawful act or activity for which a corporation may be organized under the General Corporation Law of Idaho.

IV.

The location of the registered office of this Corporation in the State of Idaho shall be:

1517 Lookout Drive
Coeur d'Alene ID 83814

and the resident agent at that address is ROGER L. BUSSEY.

V.

The aggregate number of shares which this Corporation shall have the authority to issue is 10,000 shares, with a par value of \$100.00 per share, having an aggregate par value of \$1,000,000.00, which shall be known as common stock. This stock, to the extent possible, shall be issued pursuant to the provisions of Sec. 1244 of the Internal Revenue Code.

VI.

The name and address of the incorporator is:

Roger L. Bussey
1517 Lookout Drive
Coeur d'Alene ID 83814

VII.

The names and addresses of the first Board of Directors are as follows:

Roger L. Bussey
1517 Lookout Drive
Coeur d'Alene ID 838314

Marilyn L. Bussey
1517 Lookout Drive
Coeur d'Alene ID 83814

whose terms of office shall continue until the first annual meeting of the shareholders, or until their successors are duly selected and have qualified.

VIII.

All or any portion of these Articles of Incorporation may be amended by the affirmative vote of the holders of a majority of the stock entitled to vote.

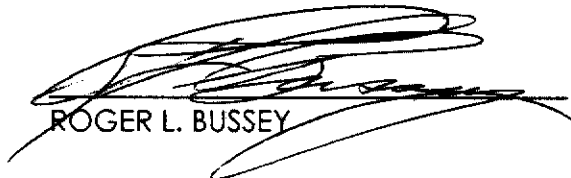
IX.

The management of this Corporation shall be vested in a Board of Directors consisting of not less than one or more than seven Directors to be elected at the annual meeting of this Corporation.

X.

The officers of this corporations shall consist of a President, Vice-President, Secretary and Treasurer, and any two of the offices except those of President and Secretary may be held by the same person, unless provided otherwise by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand at the place indicated on the 26th day of November, 1996.


ROGER L. BUSSEY