

765/01

State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL OF

MATCO TOOLS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MATCO TOOLS CORPORATION for a Certificate of Withdrawal from this State, duly signed and verified 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Redman*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is MATCO TOOLS CORPORATION
The name which it used in Idaho is MATCO TOOLS CORPORATION
2. It is incorporated under the laws of NEW JERSEY
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is _____
4403 ALLEN ROAD STOW, OHIO 44224
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By C. Scott Brannan C. Scott Brannan And Raymond J. Michaud Raymond J. Michaud
Its _____ President Its _____ Assistant Secretary

STATE OF Ohio)
COUNTY OF Summit) ss:

I, _____, a notary public, do hereby certify that on
this _____ day of _____, 19_____, personally appeared before
me Raymond J. Michaud, who being by me first duly sworn, declared that (s)he
is the Assistant Secretary of Matco Tools Corporation

that (s)he signed the foregoing documents as Assistant Secretary
of the corporation and that the statements therein contained are true.

Sandra L. Wolfe
Notary Public

SANDRA L. WOLFE, Notary Public
STATE OF OHIO
Resident Summit County
My Commission Expires 3/1/94

Submit application and filing fee to:

Office of the Secretary of State
Corporations Division
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State, use only

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