

**ARTICLES OF INCORPORATION
OF
The Tool Pouch, Inc.**

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

The Tool Pouch

SECOND: The period of its durations is perpetual.

THIRD: The purpose or purposes for which the corporations is organized are:

- A. Transaction of any and all lawful business for which a corporation may be incorporated under the laws of Alabama or any other state of states.
- B. General sale, retail and wholesale of hand tools.
- C. To franchise the name The Tool Pouch throughout the North American continent.
- D. To establish a market for electric tools as may be determined by the management.
- E. To establish a market for utility trailers, retail and wholesale.
- F. Omnibus clause to have and to exercise all powers now hereinafter read by the laws of the State of Alabama and any other state of incorporation organized pursuant or qualified to the laws under which the corporation is organized or doing business in any and all acts amendatory that too and such supplementary thereto.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1000 shares at \$10.00 par value share.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: each shareholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any

two or more of them, as he or she may see fit.

SIXTH: The address of the initial registered office of the corporation is 108 Trumpington Way, Pelham, AL 35124, and the name of its initial registered agent at such address is Charles Miller.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is 3, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Charles Miller

108 Trumpington Way, Pelham, AL 35124

EIGHTH: The name and address of each incorporator is:

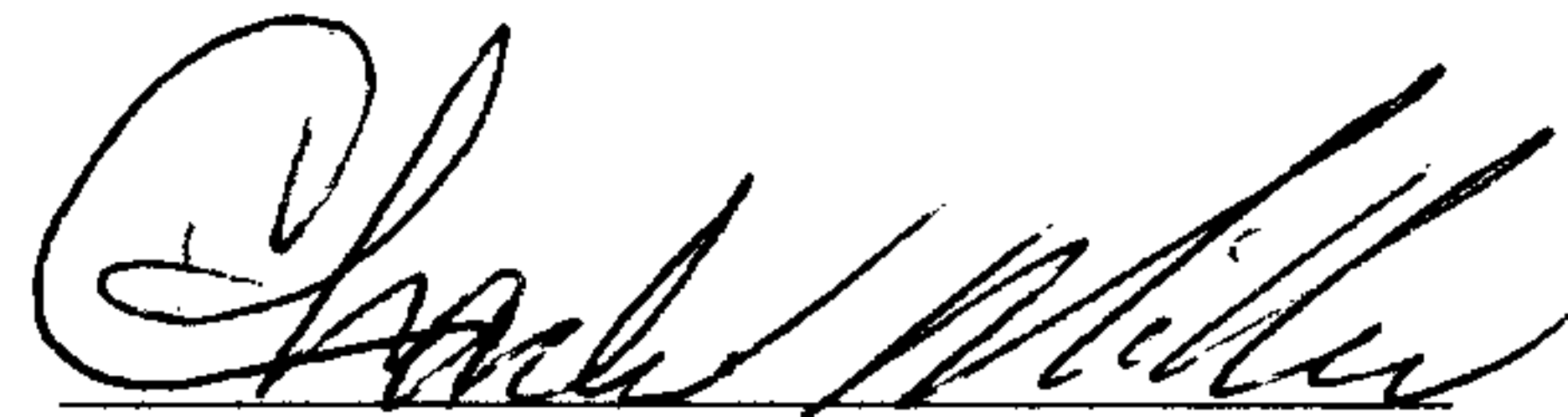
NAME

ADDRESS

Charles Miller

108 Trumpington Way, Pelham, AL 35124

Dated this 23rd day of May, 2002.


Incorporator

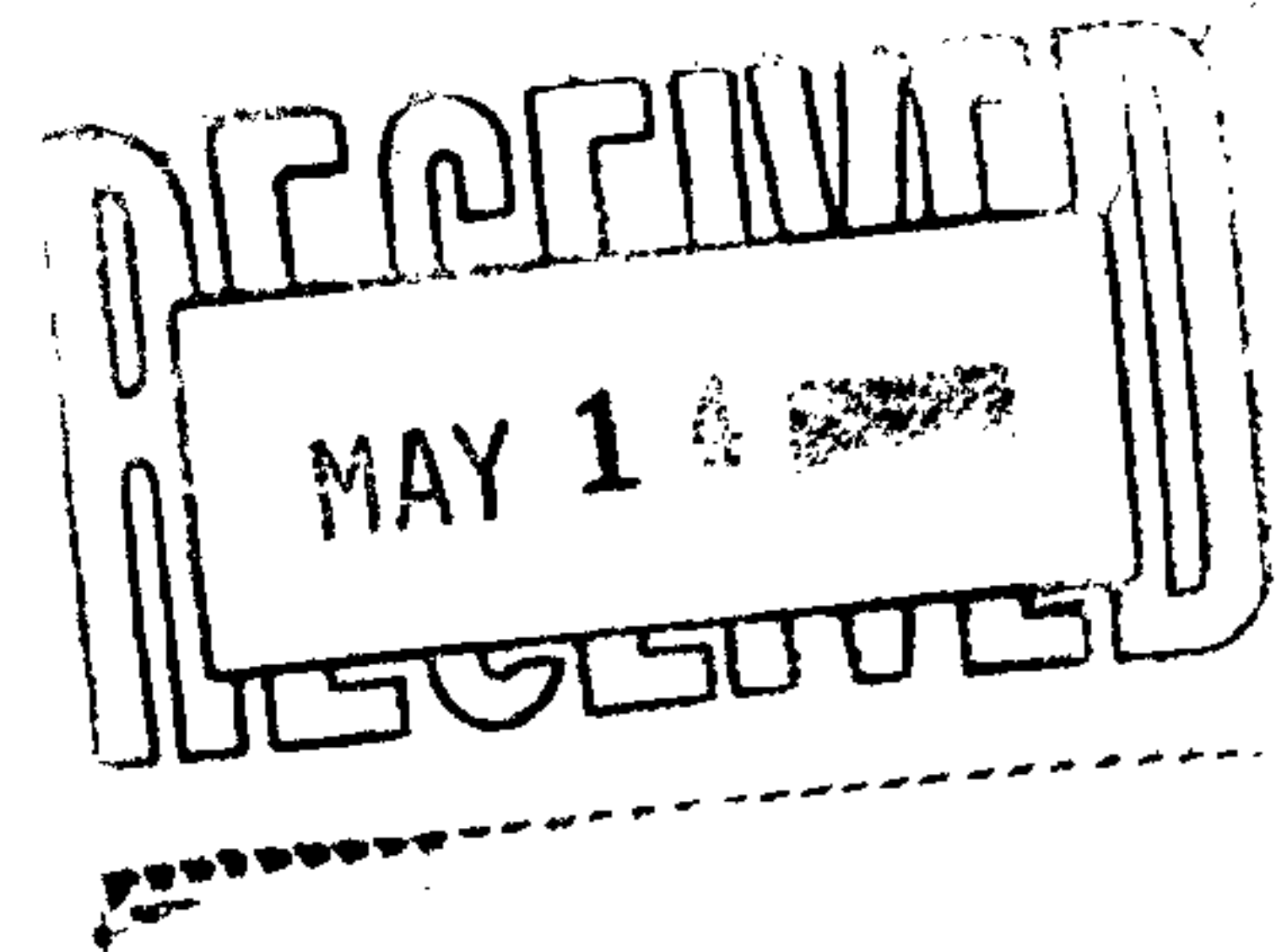
STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

The Tool Pouch, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Cole, PO Box 55536, Birmingham, AL 35205 for a period of one hundred twenty days beginning May 10, 2002 and expiring September 8, 2002.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 10, 2002

Date

Jim Bennett

Secretary of State

