

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

69767

Corp. I.D. # 06-1114587

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

QUAMCO, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is QUAMCO, INC.

SECOND: The name which it elects to use in Rhode Island is QUAMCO, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is August 6, 1984 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 32 Lookerman Sq., Ste L-100, Dover, DE 19901

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are manufacturing of header tools.

Filed & Filed SEP 24 1992
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CORPORATIONS DIVISION
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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Emanuele Costa	Director	Overseas Partners, Inc. 375 Park Ave. St 2201, New York, NY 10152
James L. Horan	Director	Quamco, Inc. 1001 Hingham St., Rockland, MA 02370
	Director	
Donald W. Dick	Director	Overseas Partners, Inc. 375 Park Ave. St 2201, New York, NY 01052
Peter M. Askey	Asst. Treasurer	Overseas Partners, Inc. 375 Park Ave. St., 2201, New York, NY 01052
James M. Horan	President	see above
Joseph V. Fraser	Vice President	Finance Quamco, Inc. 1001 Hingham St., Rockland, MA 02370
Donald W. Dick	Vice President & Secretary	see above
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
12,500,000	Common	-	\$.01
1,000	Preferred	-	\$.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
9,474,399	Common	-	\$.01
0	Preferred	-	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 75,000,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 3,500,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 66,000,000 .

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$9,000,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 18, 1992

QUAMCO, INC.

[Exact Corporate Name of Corporation Making Application]

By John M. Prosser, John M. Prosser
Its Exec. Vice President
and Donald W. Dick, Donald W. Dick
Its Secretary

Commonwealth of Massachusetts
~~STATE OF~~ }
COUNTY OF Worcester } Sc.

At Holden in said County on the 18 day
of August 19 92, before me personally appeared
John M. Prosser, who being by me first duly sworn, declared that
he is the Executive Vice-President of Quamco, Inc.,
that he signed the foregoing document as such Executive Vice-President of the
corporation, and that the statements therein contained are true.

Marcy Lee Anderson
Notary Public

(NOTARIAL SEAL)

MY COMMISSION EXPIRES FEB. 7, 1997

STATE OF NEW YORK

COUNTY OF Nassau

At 375 Park Ave in said County on the 18 day of August, 1992,
before me personally appeared Donald W. Dick, who being by me duly sworn, declared
that he is the Secretary of Quamco, Inc., that he signed the foregoing document as
such Secretary of the corporation, and that the statements therein contained are
true.

Dorothea G. Wahrburg
Notary Public

DOROTHEA G. WAHRBURG
NOTARY PUBLIC, State of New York
No. 30-4525937
Qualified in Nassau County
Certificate filed in New York County
Commission Expires 10/31/92



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF "QUAMCO, INC." FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 1989, AT 2:31 O'CLOCK P.M.

* * * * *



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Michael Ratchford

SECRETARY OF STATE

AUTHENTICATION: *3595057

DATE: 09/18/1992