

Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

Bearings, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on December 21, 1988, authorizing it to transact business in Rhode Island under the name of Bearings, Inc.

SECOND: The corporate name of the corporation has been changed to No Change
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is No Change

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
30,000,000	Common	---	No Par Value
2,500,000	Preferred	---	No Par Value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 98,403,286.
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 355,292.
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 367,807,358.
- (D): 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 \$ 1,195,628.

Dated November 26, 1990.

Bearings, Inc.

By George L. LaMore
Its President
and Robert K. ...
Its Secretary

STATE OF Ohio }
COUNTY OF Cuyahoga } Sc.

At City of Cleveland in said County on the 26th day
of November 1990, before me personally appeared
George L. LaMore, who being by me first duly sworn, declared that he is the
Chairman of Bearings, Inc.,
that he signed the foregoing document as such Chairman
of the corporation, and that the statements therein contained are true.

Michael L. ...

Notary Public
MICHAEL L. ...
Notary Public - State of Ohio
My commission has no expiration date.
Section 147.03 R.C.

(NOTARIAL SEAL)

Rec'd & Filed DEC 15 1990
ME 459 106188

RECEIVED
SECRETARY OF STATE
CONCORD, OHIO
Dec 21 11 04 AM '90

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SECRETARY OF STATE
CONCORD, OHIO

732092
UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, SHERROD BROWN, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 1 pages, as taken from the original records now in my official custody as Secretary of State.



WITNESS my hand and official seal at Columbus, Ohio, this 28th day of November A.D. 1990

Sherrod Brown
SHERRON BROWN
Secretary of State

By: [Signature]

NOTICE: This is an official certification only when reproduced in red ink