

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Bearings, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 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 Bearings, Inc.

SECOND: The name which it elects to use in Rhode Island is Bearings, 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 Ohio

FOURTH: The date of its incorporation is September 6, 1988 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 3600 Euclid Avenue, Cleveland, Ohio 44115

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

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

To engage in any lawful activity for which corporations may be formed including, without limitation, the sale and distribution of bearings, power transmission components and industrial specialty items manufactured by others.

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RECEIVED
STATE SECRETARY
OF

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
See attached list	Director	
	Director	
	President	
	Vice President	
	Secretary	
	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>
15,000,000	Common	-	No par value
2,500,000	Preferred	-	No par value

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>
6,201,928	Common	-	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 49,957,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 419,987

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 542,883,000

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 \$ 1,235,605

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 October 1st, 1988

Bearings, Inc.

[Exact Corporate Name of Corporation Making Application]

By George L. LaMore
George L. LaMore
Its President
and Robert C. Stinson
Robert C. Stinson
Its Asst. Secretary

STATE OF Ohio

COUNTY OF Cuyahoga

} Sc.

At Cleveland in said County on the 1st day
of October 1988, before me personally appeared
Geroge L. LaMore, who being by me first duly sworn, declared that
he is the President of Bearings, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Janet Gortz
Notary Public

(NOTARIAL SEAL)

JANET GORTZ
Notary Public, State of Ohio, Cuyahoga Cty.
My Commission Expires March 5, 1992

✓ 53189
NR

#1 NR 12831

BEARINGS, INC.
OFFICERS

<u>NAME/TITLE</u>	<u>HOME ADDRESS</u>	<u>SSN</u>
Bradley, Thomas L. Vice President- Operations	102 Southwyck Road Chagrin Falls, OH 44022	166-24-4203
Cunin, John R. Chairman	3348 Chelsea Drive Cleveland Hts., OH 44118	298-14-7433
Dannemiller, John C. Executive Vice President & Chief Operating Officer	30503 Salem Bay Village, OH 44140	299-34-6874
LaMore, George L. President & Chief Executive Officer	1054 Creek Lane Rocky River, OH 44116	288-14-1238
Mohr, Frederick L. Vice President - Sales & Marketing	28685 Brockway Drive Westlake, OH 44145	291-22-5937
Mugnano, John L. Vice President - Human Resources	5162 Farnhurst Road Lyndhurst, OH 44124	274-34-3762
Sanders, Bryan H. Vice President - Information Services	1761 Holdens Arbor Run Westlake, OH 44145	288-30-6687
Seikel, Oliver E. Secretary	812 Winton Place 12700 Lake Avenue Lakewood, OH 44107	289-32-7766
Smiley, Raymond E. Vice President - Finance & Treasurer	35415 Solon Road Solon, OH 44139	287-22-1405
Spence, Eugene P. Vice President - Branch Administration	8812 Stafford Drive Strongsville, OH 44136	232-34-4291
Stinson, Robert C. Assistant Secretary	7154 Cabot Lane Chagrin Falls, OH 44022	299-40-4168
Whitten, John R. Vice President & Controller	6572 Copley Avenue Solon, OH 44139	269-42-1404

BEARINGS, INC.
DIRECTORS

<u>NAME</u>	<u>HOME ADDRESS</u>	<u>SSN</u>	<u>TERM EXPIRES</u>
Bares, William G.	8601 Hilltop Drive Mentor, OH 44060	282-38-9469	October, 1989
Butler, William E.	31900 Shaker Blvd. Pepper Pike, OH 44124	324-26-4088	October, 1990
Cunin, John R.	3348 Chelsea Drive Cleveland Hts., OH 44118	298-14-7433	October, 1991
Dannemiller, John C.	30503 Salem Bay Village, OH 44140	299-34-6874	October, 1991
Every, Russel B.	17366 Long Meadow Trail Chagrin Falls, OH 44022	384-14-2866	October, 1989
Gaeth, John P.	2305 Dover Center Road Westlake, OH 44145	268-12-1835	October, 1989
Hiltz, L. Thomas	12 Forest Hill Drive Cincinnati, OH 45208	407-56-2363	October, 1990
LaMore, George L.	1054 Creek Lane Rocky River, OH 44116	288-14-1238	October, 1989
Rode, James D.	13840 Lake Avenue Lakewood, OH 44107	292-44-9061	October, 1990
Sroka, Francis T.	21375 Hilliard Road Rocky River, OH 44116	285-01-6911	October, 1991

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Department of State

The State of Ohio

Sherrod Brown

Secretary of State

732092

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF

of:

BEARINGS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll G462 at Frame 0762 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 5TH day of SEP,

A.D. 19 88.



Sherrod Brown

Sherrod Brown

Secretary of State