

Commonwealth of Kentucky  
Alison Lundergan Grimes, Secretary of State

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Secretary of State  
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Articles of Incorporation

PAI

For the purposes of forming a business corporation in Kentucky pursuant to KRS Chapter 271B, the undersigned incorporator hereby submits the following Articles of Incorporation to the Office of the Secretary of State for filing:

**Article I:** The name of the company is

**Rick's Tools Auth. Distr. of or for Matco tools Inc.**

**Article II:** The street address of the company's initial registered office in Kentucky is

**65 Buck Run Lane, Elizabethtown, KY 42701**

and the name of the initial registered agent at that address is **Rickey Brown**

**Article III:** The mailing address of the company's initial principal office is

**65 Buck Run Lane, Elizabethtown, KY 42701**

**Article IV:** The name and mailing address of each incorporator is

Rickey Brown                      65 Buck Run Lane, Elizabethtown, Kentucky 42701

**Article V:** The number of shares the corporation is authorized to issue is **1000**

Executed by the Incorporator on Friday, February 24, 2012

Name of Incorporator: **Rickey Brown**

Signature of individual signing on behalf of Incorporator:  
**Rickey Brown**

I, **Rickey Brown**, consent to serve as the Registered Agent on behalf of the corporation.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

**Rickey Brown**