

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "UNIONTOOLS WATERING PRODUCTS, INC.", CHANGING ITS NAME FROM "UNIONTOOLS WATERING PRODUCTS, INC." TO "UNIONTOOLS IRRIGATION, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9431237

DATE: 12-01-98

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
UNIONTOOLS WATERING PRODUCTS, INC.**

The undersigned, for the purpose of amending and restating the Certificate of Incorporation of UnionTools Watering Products, Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

- (1) The name of the Corporation is UnionTools Watering Products, Inc.
- (2) The date of filing of its original Certificate of Incorporation with the Secretary of State of Delaware was March 14, 1996 under the name "Woodings-Verona Acquisition Corp."
- (3) Pursuant to Section 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation was adopted by the Corporation's Board of Directors and stockholders, the stockholders of the Corporation having approved the Amended and Restated Certificate of Incorporation by unanimous written consent in accordance with section 228 thereof. The Amended and Restated Certificate of Incorporation restates and integrates the provisions of the Certificate of Incorporation of the Corporation.
- (4) The Certificate of Incorporation of UnionTools Watering Products, Inc. is hereby amended and restated in its entirety as follows:

FIRST. The name of this corporation is UnionTools Irrigation, Inc.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

One Thousand (1,000) shares, which shall be designated Common Stock, at a par value of one cent (\$.01) each.

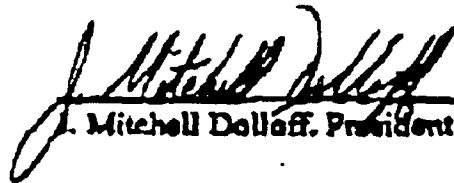
FIFTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws of the corporation.

SIXTH. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended from time to time. No repeal or modification of this Article VI by the stockholders shall adversely affect any right or protection of a director of the corporation existing by virtue of this Section VI at the time of such repeal or modification.

SEVENTH. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

EIGHT. The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this Amended and Restated Certificate of Incorporation on behalf of the corporation this 27 day of November, 1998.


J. Mitchell Dolloff, President

COLLINSVILLE, MISSOURI