

04-02-2003



Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102407154

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Gravely International, Inc.

33103

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 01/18/1993

2. Name and address of receiving party(ies)

Name: Ariens Company

Internal

Address: _____

Street Address: 655 West Ryan Street

City: Brillion State: WI Zip: 54110

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Wisconsin
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☐ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

758,801

Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John M. Manion

Internal Address: Ryan Kromholz & Manion, S.C.

Street Address: P O Box 26618

City: Milwaukee State: WI Zip: 53226-0618

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

06-2360

9. Signature.

John M. Manion, Reg. No. 38,957

Name of Person Signing

Signature

3/25/03

Date

Total number of pages including cover sheet, attachments, and document: 25

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002703 FRAME: 0938

corporation.

Article 5. Board of directors. The board of directors shall consist of not less than three persons. The exact number of directors shall be fixed from time to time by the By-laws.

Article 6. Registered office and registered agent. The address of the registered office at the time of adoption of these Restated Articles of Incorporation is 109 Calumet Street, Brillion, Wisconsin, ^{54110.} The name of the corporation's registered agent at such address is Francis A. Ariens.

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by a Unanimous Consent of Shareholders dated December 11, 1968, executed by all shareholders pursuant to Section 180.91, Wisconsin Statutes, authorizing informal action by shareholders.

The number of shares of the corporation outstanding and entitled to vote whose holders executed such Unanimous Consent of Shareholders were as follows:

Class of Stock	Number of Shares Outstanding	Number of shares Entitled to Vote	Aggregate number of shares held by shareholders executing <u>Unanimous Consent of Shareholders</u>
Common Stock	25,226	25,226	25,226

Each holder of Common Stock without par value will surrender such shares to the corporation and will receive in exchange for each such

share nineteen (19) shares of Class A Common Stock par value \$1 and one (1) share of Class B Common Stock par value \$1, resulting in a 20 for 1 split-up of the Common Stock without par value.

The stated capital of the corporation will remain unchanged.

The Restated Articles of Incorporation of Ariens Company were recorded December 5, 1963 in Volume 5 of Corporations on page 517, Calumet County Registry, and the first amendment thereto was recorded June 30, 1966 in Volume 6 of Corporations on page 29, Calumet County Registry.

Signed and the corporate seal affixed December 11, 1968.

(Corporate Seal)

ARIENS COMPANY

By Mando S. Ariens
Mando S. Ariens, President

Countersigned by:

Francis A. Ariens
Francis A. Ariens, Secretary

This document was drafted by
Neil McCarty
McCARTY, SWETZ & CURRY
Attorneys at Law
Kaukauna, Wisconsin 54130

ACEDING 03277
CHASLEY WCA

Signatures of the
the State of Wis.

Produce records of 1/14/62
57.00

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

MAR 7 1962

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

CERTIFICATE ISSUED

\$15.00

BY
MCCOY
ATTY
ACEDING 03277
ACEDING 03277
54132

TRADEMARK

ARTICLES OF AMENDMENT NO. 1
TO THE RESTATED ARTICLES OF INCORPORATION
OF ARIENS COMPANY RECORDED MARCH 11, 1969

RESOLVED, that the Restated Articles of Incorporation of Ariens Company recorded March 11, 1969 are hereby amended as provided in the Plan of Recapitalization of Ariens Company dated May 11, 1974, to delete Article 3 thereof and to substitute the following:

"Article 3. Authorized shares. The aggregate number of shares which the corporation shall have authority to issue is 6,000,000, consisting of 5,000,000 shares of Preferred Stock, \$.10 par value, 950,000 shares of Class A Common Stock, \$1 par value, and 50,000 shares of Class B Common Stock, \$1 par value. The designations, preferences, limitations and relative rights in respect to the shares of each class shall be as follows:

(a) Voting rights. The holders of shares of Preferred Stock and the holders of shares of Class A Common Stock shall have no right to vote upon the election of directors or upon any other matters submitted to the shareholders, except where class voting is provided by law. The holders of shares of Class B Common Stock shall have exclusive voting rights and powers.

(b) Dividends. The holders of Preferred Stock, in preference and priority to the holders of Class A Common Stock and of Class B Common Stock, shall be entitled to receive, when and as declared by the board of directors, noncumulative cash dividends at the rate of seven cents (7¢) per share per fiscal year, and no more, payable in equal quarterly or semi-annual installments or annually, as determined by the board of directors, to shareholders of record at the close of business at such date preceding the payment thereof as may be fixed by the board of directors upon the declaration of any such dividend. Such dividend shall not be cumulative and the holders of Preferred Stock shall have no right to such dividend even though the corporation has funds legally available for the payment of dividends unless the same shall

have been declared by the board of directors.

No dividend shall be declared or paid to the holders of Class A Common Stock and of Class B Common Stock until the annual dividend on Preferred Stock, as set forth above, shall be paid or declared and set apart for payment to shareholders of record during the fiscal year. The holders of Class A Common Stock and of Class B Common Stock shall have identical rights with respect to the receipt of dividends, including cash dividends and stock dividends, when and if declared by the board of directors.

(c) Liquidation. In the event of liquidation, voluntary or involuntary, the assets of the corporation shall be distributed as follows:

(1) The holders of Preferred Stock shall be entitled to receive the sum of \$2.29 per share and a further amount equal to any cash dividends thereon declared but unpaid on the date of such distribution, and no more. If the assets distributable are insufficient to permit the payment to such shareholders of the full preferential amounts thereof, then such assets shall be distributed ratably among the holders of Preferred Stock.

(2) The holders of Class A Common Stock and of Class B Common Stock shall be entitled to receive the remainder of such assets in the proportion that each holder's aggregate shares of both classes bears to the total outstanding shares of both classes.

A consolidation or merger of the corporation with or into any other corporation or corporations shall not be deemed to be a liquidation within the meaning of this paragraph.

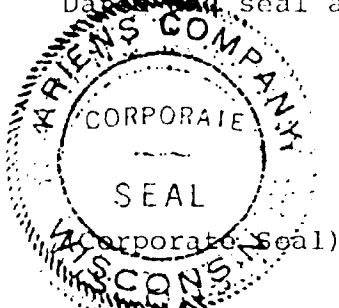
(d) Redemption. The corporation, at the option of the board of directors, may redeem the whole or, from time to time, may redeem any part of the outstanding Preferred Stock on any dividend date by paying therefor in cash the sum of \$2.29 per share and a further amount equal to any cash dividends thereon declared but unpaid on the date fixed for redemption. The board of directors

shall have authority to prescribe the manner in which Preferred Stock shall be redeemed, and may select for redemption the whole or any part of the stock of any shareholder or shareholders without redeeming the whole or any part of the stock of all shareholders."

The foregoing Amendment No. 1 to the Restated Articles of Incorporation of Ariens Company recorded March 11, 1969 at 9:35 a.m. in Volume 6 of Corporations on Page 163 as Document No. 114965 in the Calumet County Registry, was adopted at a Special Meeting of the Shareholders of Ariens Company called and held May 11, 1974, in the manner prescribed by law and in accordance with said Restated Articles of Incorporation and the Bylaws of the corporation by the following vote:

Class of Shares	Number of shares Outstanding	Number of shares Entitled to Vote	Number requisite for adoption	Number of shares voted	For	Against
Class B Common Stock	26,197	26,197	17,465	19,708	-0-	
Class A Common Stock	497,743	497,743	331,829	375,065	-0-	

Dated and seal affixed May 11, 1974.



This instrument was drafted by
Neil J. McCarty
Kaukauna WI 54130

ARIENS COMPANY

By

Michael S. Ariens
Michael S. Ariens
President

Countersigned by:

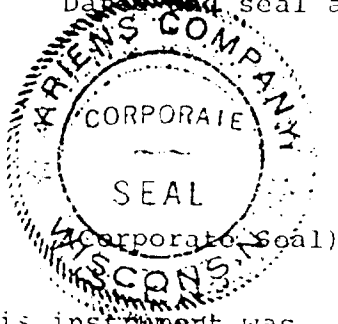
Neil J. McCarty
Neil J. McCarty
Assistant Secretary

shall have authority to prescribe the manner in which Preferred Stock shall be redeemed, and may select for redemption the whole or any part of the stock of any shareholder or shareholders without redeeming the whole or any part of the stock of all shareholders."

The foregoing Amendment No. 1 to the Restated Articles of Incorporation of Ariens Company recorded March 11, 1969 at 9:35 a.m. in Volume 6 of Corporations on Page 163 as Document No. 114965 in the Calumet County Registry, was adopted at a Special Meeting of the Shareholders of Ariens Company called and held May 11, 1974, in the manner prescribed by law and in accordance with said Restated Articles of Incorporation and the Bylaws of the corporation by the following vote:

<u>Class of Shares</u>	<u>Number of shares Outstanding</u>	<u>Number of shares Entitled to Vote</u>	<u>Number requisite for adoption</u>	<u>Number of shares voted</u>	<u>For</u>	<u>Against</u>
Class B Common Stock	26,197	26,197	17,465	19,708	-0-	
Class A Common Stock	497,743	497,743	331,829	375,065	-0-	

Dated and seal affixed May 11, 1974.



ARIENS COMPANY

By Michael S. Ariens
Michael S. Ariens
President

Countersigned by:

Neil J. McCarty
Neil J. McCarty
Assistant Secretary

This instrument was
drafted by
Neil J. McCarty
Kaukauna WI 54130

TRADEMARK

REEL: 002703 FRAME: 0945

American
Charging Stock

1974

952,000 shares of A.L.C. P.V. com. A.
52,000 " " " " " B.

952,000 shares of A.L.C. P.V. com. A.
52,000 " " " " " B.
52,000 " " " " " P.R.C.

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

MAY 14 1974

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

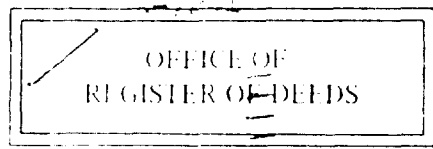
#57520
B41

NEIL J. MCCARTY
ATTY.

120 E. BERTH ST.

KACONAGA, WIS.

54130



The undersigned, as Register of Deeds of
(COUNTY) Calumet
County, Wisconsin, certifies that on
(DATE) May 17, 1974

there was received and accepted for record in my office, an instrument bearing the certificate of the Secretary of State of Wisconsin, and described as

- () Articles of Incorporation (X) Amendment to Articles of Incorporation () Statement of Intent to Dissolve
() Articles of Dissolution () Articles of Merger () Name reservation
() Articles of Consolidation () Restated Articles () Change of Registered Office and or Agent OF

(S) A L) Witness my hand and official seal on May 20, 1974 (DATE)

Gerard J. Harris

REGISTER OF DEEDS

Form 14&15 1971

TRADEMARK

Hundred (2,500) shares are owned by the surviving corporation.

ARTICLE V

The surviving corporation has waived receipt of a copy of the Plan of Merger and waived notice of its right to receive the fair market value of its stock pursuant to Wisconsin Statute §180.72.

Executed and corporate seals affixed this 21st day of June, 1985.



ARIENS DISC, LTD.

By *Michael S. Ariens*
Michael S. Ariens, President

Countersigned

By *Winford G. Kasper*
Winford G. Kasper, Asst. Sec.



ARIENS COMPANY

By *Michael S. Ariens*
Michael S. Ariens, President

Countersigned

By *Jeffrey D. Riester*
Jeffrey D. Riester, Asst. Sec.

This document drafted by:

John L. Peeters
McCarty, Curry, Wydeven,
Peeters & Riester
120 East Fourth Street
P.O. Box 351
Kaukauna WI 54130

PLAN OF MERGER AND COMPLETE LIQUIDATION
(Ariens DISC, Ltd. into Ariens Company)

1. Plan. Ariens DISC, Ltd., a Wisconsin corporation, hereinafter called the Company, has issued and outstanding Two Thousand Five Hundred (2,500) shares of Voting Common Stock. Ariens Company, hereinafter called the Parent, is the holder of all Two Thousand Five Hundred (2,500) shares of the Company. The Company will cease the active conduct of its business and, within the meaning of §180.685 of the Wisconsin Statutes will be merged into the Parent. Such merger shall constitute a complete liquidation of the Company into the Parent under the Internal Revenue Code of 1954. Beginning on the date of the adoption of this plan and ending not later than midnight, June 30, 1985, the Company shall transfer all of its assets to the Parent.

2. Effective date. The effective date of the merger shall be June 30, 1985.

3. Complete transfer. On or before the effective date of the merger, all the assets and liabilities of the Company shall be transferred to the Parent.

4. Cancellation of outstanding shares. The foregoing transfer shall be an exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company. The Parent shall surrender its certificates for such shares for cancellation upon receipt of the final distribution herein authorized.

5. No shares issued by Parent. No shares, obligations, or other securities will be issued by the Parent in exchange for the assets and liabilities received from the Company.

6. Authorization to execute and file documents. The officers and directors of the Company are authorized, empowered and directed to execute, file and record all documents which they deem necessary or advisable to carry out the purposes and intentions of the plan.

7. Authorization of necessary acts. The officers and directors of the Company are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this plan.

8. Intent. It is intended that this Plan of Merger and Complete Liquidation shall be a plan of merger within the terms of Wisconsin Statute §180.685 and a plan of complete liquidation under the terms of the Internal Revenue Code of 1954 and Chapter 71 of the Wisconsin Statutes.

Dated June 21, 1985.

TRADEMARK

Mayer

(#10.00 Colman + KD)

Merges: Ariens DISC, LTD. (Domestic)

Inte: Ariens Company (Domestic) (Survivor)

— Colman —

STATE OF WISCONSIN
FILED

JUN 26 1985

#3000

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

Atty: John L. Peeters
McCarty, Curry, Wyderer et al
P.O. Box 351
Kaukauna, Wi. 54130

Effective

June 30, 1985

TRADEMARK

REEL: 002703 FRAME: 0949

ARTICLES OF MERGER
OF
NR GRAVELY INTERNATIONAL, INC.
INTO
1A07241 ARIENS COMPANY

JAN 20 12:00PM

#. #

138942 DORP-MI

100.00

Gravely International, Inc. a North Carolina corporation ("Gravely") and Ariens Company, a Wisconsin corporation, ("Ariens") hereby set forth Articles of Merger of said corporations:

ARTICLE I

JAN 20 12:00PM

#. #

138943 EXPED 25

25.00

The Plan of Merger is as set forth in the document entitled "Plan of Merger of Gravely International, Inc. into Ariens Company" attached hereto as Exhibit A and made a part hereof.

ARTICLE II

The Plan of Merger was approved in accordance with §180.1104 of the Wisconsin Statutes.

ARTICLE III

The effective date of these Articles of Merger shall be 11:59 o'clock p.m., Central Standard Time, on January 20, 1993.

Executed this 18th day of January, 1993.

RECEIVED
STATE OF WISCONSIN
JAN 19 1993

93 JAN 19 19:35

ARIENS COMPANY

By David J. Vander Zanden
David J. Vander Zanden, President

Countersigned:

By: Jeffrey D. Riester
Jeffrey D. Riester, Secretary

This document was drafted by:
Jeffrey D. Riester
McCarty, Curry, Wydeven, Peeters & Riester
120 East Fourth Street
Kaukauna WI 54130
(414) 766-4693

Riester\Merger\Ariens.art

EXHIBIT "A"

PLAN OF MERGER
OF
GRAVELY INTERNATIONAL, INC.
INTO
ARIENS COMPANY

1. Merger. Gravely International, Inc., a North Carolina corporation ("Gravely") is a wholly-owned subsidiary of Ariens Company, a Wisconsin corporation ("Ariens"). Gravely shall merge into Ariens. Ariens shall be the surviving corporation and its name shall continue to be "Ariens Company"

2. Terms of merger. The terms and conditions of the merger shall be as follows:

(a) Gravely, in accordance with the procedure set forth in §§180.1101, 180.1104, 180.1105, 180.1106 and 180.1107 of the Wisconsin Statutes, shall be merged into Ariens.

(b) Ariens shall be the surviving corporation, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Ariens shall continue unaffected and unimpaired by the merger.

(c) The Articles of Incorporation of Ariens shall be the Articles of Incorporation of the surviving corporation until amended in the manner prescribed by law.

(d) The Bylaws of Ariens shall be the Bylaws of the surviving corporation until amended or repealed in the manner provided by law.

(e) The directors and officers of Ariens immediately prior to the date on which the merger becomes effective shall be the directors and officers of Ariens following the effective date of the merger and until changed in the manner prescribed by law.

(f) The corporate identity, existence, purposes, powers, franchises, rights and immunities of Gravely shall be transferred to Ariens as a result of the merger and Ariens shall be fully vested therewith.

(g) The separate existence of Gravely, except insofar as specifically otherwise provided herein and by law, shall cease at the effective date of the merger, whereupon Gravely and Ariens

shall become a single corporation.

(h) All property belonging to or due to each of the corporations so merged shall be taken and deemed to be transferred to and vested in Ariens without further act or deed.

(i) All liabilities and obligations of Gravely shall be taken and deemed to be transferred to and vested in Ariens without further act or deed. Neither the rights of creditors, nor any liens upon the property of either corporation, shall be impaired by the merger.

(j) The authority of the officers of Gravely to act after the effective date of the merger on behalf of such corporation shall continue with respect to the due execution in the name of such corporation of tax returns, instruments of transfer or conveyance and other documents where the execution thereof is required or convenient to comply with any provision of law, with respect to any contract to which such corporation was a party or with respect to this Plan of Merger.

3. Cancellation of shares. All certificates for all issued and outstanding shares of Gravely International, Inc. common stock, shall be surrendered as of the effective date of the merger to the Secretary of Ariens Company, who shall immediately cancel the shares represented by such certificate.

4. Effective Date. The merger shall become effective as of 11:59 o'clock p.m., Central Standard Time, on January 20, 1993.

5. Abandonment. The merger may be abandoned at any time prior to the effective date of the merger by a resolution of abandonment adopted by the board of directors of Ariens.

6. Construction. The Plan of Merger set forth herein is intended to qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended, and shall be so construed.

Riester\Merger\Ariens.pln

Articles of Merger

Merges: Unlicensed Foreign Corporation

Into: Ardens Company (Domestic) (Survivor)

Note

Merger
Effective

1-20-93

STATE OF WISCONSIN
FILED

JAN 19 1993

#100.00 plus \$25 Exp. Fee

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

Atty. Jeffrey Riesten
McCarty, Curry, Wydevan, Riesten & Riesten
120 East Fourth St.
Kaukauna, Wi. 54130

RECEIVED
SECRETARY OF STATE
STATE OF WISCONSIN

ARTICLES OF MERGER
OF
95 JUN 23 P1: 05 SIGNET LEASING COMPANY, INC. JUN 27 12:00PM
NR INTO
1A0724/ ARIENS COMPANY 157289 DCRP-MI 100.00

Signet Leasing Company, Inc., a North Carolina corporation
("Signet"), and Ariens Company, a Wisconsin corporation
("Ariens"), hereby set forth Articles of Merger of said
corporations: JUN 27 12:00PM
A. S.

ARTICLE I

157290 EXPD 25 25.00

The Plan of Merger is as set forth in the document entitled
"Plan of Merger of Signet Leasing Company, Inc. into Ariens
Company" attached hereto as Exhibit A and made a part hereof.

ARTICLE II

The Plan of Merger was approved in accordance with §180.1104
of the Wisconsin Statutes.

ARTICLE III

The effective date of these Articles of Merger shall be
11:59 o'clock p.m. on June 30, 1995.

Executed this 15th day of June, 1995.

ARIENS COMPANY

By: David J. Vander Zanden
David J. Vander Zanden, President

Countersigned:

By: Jeffrey D. Riester
Jeffrey D. Riester, Secretary

This document was drafted by:
John J. Russo, Attorney at Law
McCarty, Curry, Wydeven, Peeters & Haak
120 East Fourth Street
Kaukauna WI 54130
(414) 766-4693

j_russo@signet.com

EXHIBIT A

PLAN OF MERGER OF SIGNET LEASING COMPANY, INC. INTO ARIENS COMPANY

1. Merger. Signet Leasing Company, Inc., a North Carolina corporation ("Signet"), is a wholly-owned subsidiary of Ariens Company, a Wisconsin corporation ("Ariens"). Signet shall merge into Ariens. Ariens shall be the surviving corporation and its name shall continue to be "Ariens Company".

2. Terms of merger. The terms and conditions of the merger shall be as follows:

(a) Signet, in accordance with the procedure set forth in §§180.1101, 180.1104, 180.1105, 180.1106 and 180.1107 of the Wisconsin Statutes, shall be merged into Ariens.

(b) Ariens shall be the surviving corporation, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Ariens shall continue unaffected and unimpaired by the merger.

(c) The Articles of Incorporation of Ariens shall be the Articles of Incorporation of the surviving corporation until amended in the manner prescribed by law.

(d) The Bylaws of Ariens shall be the Bylaws of the surviving corporation until amended or repealed in the manner provided by law.

(e) The directors and officers of Ariens immediately prior to the date on which the merger becomes effective shall be the directors and officers of Ariens following the effective date of the merger and until changed in the manner prescribed by law.

(f) The corporate identity, existence, purposes, powers, franchises, rights and immunities of Signet shall be transferred to Ariens as a result of the merger and Ariens shall be fully vested therewith.

(g) The separate existence of Signet, except insofar as specifically otherwise provided herein and by law, shall cease at the effective date of the merger, whereupon Signet and Ariens

shall become a single corporation.

(h) All property belonging to or due to each of the corporations so merged shall be taken and deemed to be transferred to and vested in Ariens without further act or deed.

(i) All liabilities and obligations of Signet shall be taken and deemed to be transferred to and vested in Ariens without further act or deed. Neither the rights of creditors, nor any liens upon the property of either corporation, shall be impaired by the merger.

(j) The authority of the officers of Signet to act after the effective date of the merger on behalf of such corporation shall continue with respect to the due execution in the name of such corporation of tax returns, instruments of transfer or conveyance and other documents where the execution thereof is required or convenient to comply with any provision of law, with respect to any contract to which such corporation was a party or with respect to this Plan of Merger.

3. Basis of exchange. All certificates for issued and outstanding shares of Signet's stock shall be surrendered as of the effective date of the merger to the Secretary of Ariens, who shall immediately cancel the shares represented by such certificates.

4. Effective Date. The merger shall become effective as of 11:59 o'clock p.m. on June 30, 1995.

5. Abandonment. The merger may be abandoned at any time prior to the effective date of the merger by a resolution of abandonment adopted by the board of directors of Ariens.

6. Construction. The Plan of Merger set forth herein is intended to qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended, and shall be so construed.

j_russo/signet.pla

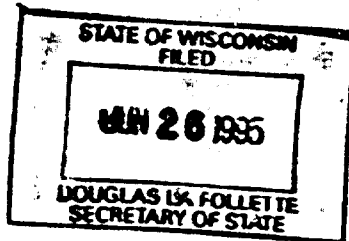
Articles of Incorporation

Minges: Unlicensed Foreign Corporation
Intro: Arrens Company (Domestic) (Survivor)

Note

Minges:
Effective
6/30/95

35991 REMIT \$ 125.00
This Filing \$ 30.00
Other Filing \$ 25.00
REFUND \$ 30.00



\$50.00 plus \$25 Expedite Fee

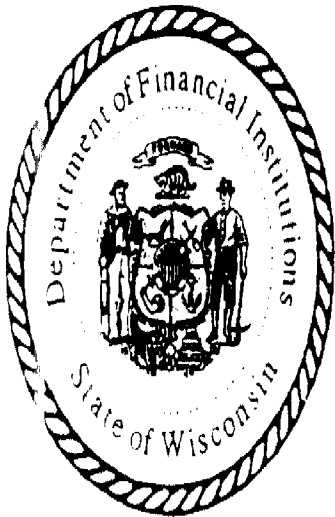
Atty. John J. Russo
McCarty, Curry, Wyderen, Peters & Haak
120 East Fourth St.
P.O. Box 860
Kaukauna, WI 54130-0860

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department.



Richard L. Dean, Secretary
Department of Financial Institutions

DATE: May 27, 1998

BY: *Bernice Smith*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RESTATED
ARTICLES OF INCORPORATION
OF
ARIENS COMPANY

Ariens Company, a corporation organized under the laws of the State of Wisconsin, hereby adopts the following Restated Articles of Incorporation of said corporation, which amend, supersede and take the place of its heretofore existing articles of incorporation and all amendments thereto.

Article 1. Name. The name of the corporation shall be "Ariens Company".

Article 2. Purpose. The purpose for which this corporation is organized is to engage in any lawful business activity within the purposes for which corporations may be organized under Chapter 180, Wisconsin Statutes, the Wisconsin Business Corporation Law.

Article 3. Authorized shares. The aggregate number of shares which the corporation shall have authority to issue is 1,000,000, consisting of 950,000 shares of Class A Common Stock par value \$1, and 50,000 shares of Class B Common Stock par value \$1. The preferences, limitations and relative rights in respect to the shares of each class shall be as follows:

(a) Voting rights. The holders of shares of Class A Common Stock shall have no right to vote upon the election of

directors or upon any questions affecting the management or affairs of the corporation, except where class voting is provided by law. The holders of shares of Class B Common Stock shall have exclusive voting rights and powers.

(b) Dividends. The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to the receipt of dividends, including cash dividends and stock dividends, when and if declared by the board of directors.

(c) Assets. In the event of liquidation or dissolution, whether voluntary or involuntary, the assets of the corporation shall be distributed to the holders of the Class A Common Stock and of the Class B Common Stock in the proportion that each holder's aggregate shares of both classes bears to the total outstanding shares of both classes.

Article 4. Denial of shareholders' preemptive rights. No holder of shares of the corporation of any class shall have any preemptive right to subscribe for or purchase any of the unissued shares of the corporation of any class, whether now or hereafter authorized, or any of the corporation's shares which have been purchased by the corporation or by its nominees, or any debentures or other securities convertible into shares of the corporation, or any right of subscription to any shares of the