

I, Kathryn P. Sherer, of legal age, citizen of the United States of America, with domicile in Connecticut, United States of America, and passport issued by the United States of America, acting as legal representative of "**STANLEY, BLACK & DECKER, INC.**", a company incorporated according to the laws of Connecticut, United States of America with domicile in New Britain, Connecticut, United States of America, from now on identified as "The Company", as shown in its incorporation document recorded on June 4, 1901 in the office of the Secretary of the State of Connecticut, as amended from time to time.

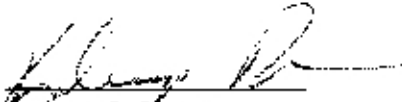
On behalf of "The Company" I hereby Certify and declare the following:

- A. That the company wants to operate indefinitely through a branch established in the Republic of Honduras which will operate under the name of **STANLEY, BLACK & DECKER, INC.**, and which purpose will be providing hand tools, power tools and related accessories, mechanical access solutions and electronic security solutions, engineered fastening systems, and related activities.
- B. The branch to be authorized for operation in Honduras ("the Branch") will have a capital of twenty five thousand Lempiras (L.25,000.00)
- C. "The Branch" will have its domicile in Tegucigalpa, Francisco Morazán, however, offices may be opened in any part of the country.
- D. "The Branch" established in Honduras will be governed by the same organs as the head offices, however, a general representative with sufficient powers to act in Honduras will be appointed.
- E. "The Branch" will be subject to the jurisdiction of the Honduran Courts as well as the Honduran Laws as per all the acts celebrated in Honduras or that have effects in Honduras.
- F. "The Branch" will comply with all the requirements established by the laws applicable in the Republic of Honduras before finalizing its commercial activities and leaving the country.
- G. **Fredy Amilcar Castillo**, of legal age, married, attorney of the domicile of Tegucigalpa Honduras with identification number 0801-1986-02715 is appointed as Special representative in order to proceed with the subscription of all necessary documentation needed for the authorization of "the Branch" in the Republic of Honduras and to conduct all the acts and declarations needed for such purposes.
- H. "The Company" authorizes the designation of: Jose Alfredo Blandin Andino, of legal age, Honduran, with domicile in San Pedro Sula, Honduras, identification

number 0801-1967-00331, as general Representative of "the Branch" in Honduras to act as Permanent representative of "STANLEY, BLACK & DECKER, INC." in order to execute all acts to be celebrated and produce effects in Honduras. For such purposes the representative will count with the faculties of the administrative mandate and the special faculties of resigning to the legal instances, answer interrogatories, resign to the legal terms, conciliate, approve agreements, perceive, substitute or delegate the present power.

1. The signatory is the authorized person and counts with sufficient faculties for the subscription of this document in representation of "The Company".

Executed at New Britain, Connecticut December 13, 2011.



Kathryn P. Sherer
Assistant Secretary

STATE OF CONNECTICUT)

) SS: NEW BRITAIN

COUNTY OF HARTFORD)

On this the 13th day of December, 2011, before me, a Notary Public, personally appeared Kathryn P. Sherer, who acknowledged herself to be the Assistant Secretary of Stanley Black & Decker, Inc., a corporation, and that she, as such Assistant Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as Assistant Secretary.

In witness whereof I hereunto set my hand.



Notary Public

Print Name: Holly LeBlanc

My Commission Expires:

07-31-13