



BR2

CHFP025

This form should be completed in black.

Return by an overseas company subject to branch registration of an alteration to constitutional documents

(Pursuant to Schedule 21A, paragraph 7(1) of the Companies Act 1985)

Company number

FC010559

Company name

BLACK & DECKER HOLDINGS INC

Branch number

BR001222

Branch name

BLACK & DECKER HOLDINGS INC

CONSTITUTIONAL DOCUMENTS

* Delete as applicable

Note:- A company is only required to make a return in respect of a branch where the document altered is included amongst the material registered in respect of that branch.

On

Day		Month		Year			
0	1	1	2	2	0	0	6

 an alteration was made to the constitutional document(s) of the company

A copy of the new instrument is attached

XXXXXXXXXXXXXXXXXXXXXXXXXXXX

Signed

* Director XXXXXXXXXXXXXXXXXXXXXXXX

Date

20/12/2006

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

CMS Cameron McKenna LLP (Ref:GYU)
Mitre House, 160 Aldersgate Street, London, EC1A 4DD

Tel 020 7367 3000
DX number DX 135316 DX exchange BARBICAN 2

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for branches registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for branches registered in Scotland DX 235 Edinburgh
or LP - 4 Edinburgh 2



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38/12/06
COMPANIES HOUSE

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "BLACK & DECKER HOLDINGS, LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2006, AT 12:24 O'CLOCK P.M.

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



0895654 8100V
061097293

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5240619

DATE: 12-01-06

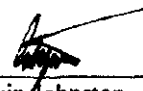
CERTIFICATE OF FORMATION
OF
BLACK & DECKER HOLDINGS, LLC

FIRST, the name of the limited liability company is Black & Decker Holdings, LLC (the "Company").

SECOND, the address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.

THIRD, this Certificate of Formation shall be effective on December 1, 2006.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation as of the 1st day of December, 2006.



Gavin Johnston
President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BLACK & DECKER HOLDINGS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BLACK & DECKER HOLDINGS INC." TO "BLACK & DECKER HOLDINGS, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2006, AT 12:24 O'CLOCK P.M.

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



0895654 8100V
061097293

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5240619

DATE: 12-01-06

**CERTIFICATE OF CONVERSION TO A
LIMITED LIABILITY COMPANY**

**BLACK & DECKER HOLDINGS INC.
TO
BLACK & DECKER HOLDINGS, LLC**

Black & Decker Holdings Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies:

FIRST, the name of the Corporation immediately prior to the filing of this Certificate is Black & Decker Holdings Inc.

SECOND, the date the original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware was July 14, 1980.

THIRD, the name under which the Corporation was originally incorporated is Black & Decker Holdings Inc.

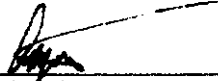
FOURTH, the name of the limited liability company into which the Corporation shall be converted as set forth in its Certificate of Formation is Black & Decker Holdings, LLC (the "LLC").

FIFTH, the conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

SIXTH, pursuant to Section 266(h) of the General Corporation Law of the State of Delaware and Section 18-214(g) of the Limited Liability Company Act of the State of Delaware, the LLC is deemed the same entity as the Corporation for all purposes of the laws of the State of Delaware.

SEVENTH, the conversion shall be effective on December 1, 2006.

IN WITNESS WHEREOF, the undersigned authorized person has executed this
Certificate of Conversion as of the 1st day of December, 2006.



Gavin Johnston
President