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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

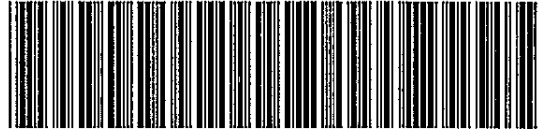
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/30/03--01057--016 **78.75

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*ok to file
- bill*

*FO4-408
OK*

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MTS Systems Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Paula L. Peterson - Corporate Paralegal

(Name of Person)

Robins, Kaplan, Miller & Ciresi L.L.P.

(Firm/Company)

2800 LaSalle Plaza, 800 LaSalle Avenue

(Address)

Minneapolis, MN 55402

(City/State and Zip code)

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CORPORATIONS

For further information concerning this matter, please call:

Paula L. Peterson

(Name of Person)

at (612) 349-8297

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

2800 LASALLE PLAZA
800 LASALLE AVENUE
MINNEAPOLIS, MN 55402-2015
TEL: 612-349-8500 FAX: 612-339
www.rkmc.com

ATTORNEYS AT LAW

PAULA L. PETERSON
Corporate Paralegal
(612) 349-8297
plpeterson@rkmc.com

October 29, 2003

VIA FEDERAL EXPRESS

Secretary of State - State of Florida
Registration Section - Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: MTS Systems Corporation, a Minnesota corporation
Our File No.: 121388.0000

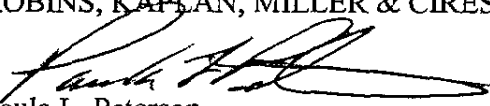
To Whom It May Concern:

Enclosed for immediate filing, please find one (1) executed original of **Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office** for the above-named entity. A Certificate of Existence is also enclosed as a requisite for such filing. Please process this Application and return a Certified copy of such filing containing the date/stamped filing information to my attention: Paula L. Peterson, Robins, Kaplan, Miller & Ciresi L.L.P., 2800 LaSalle Plaza, 800 LaSalle Avenue, Minneapolis, MN 55402. Enclosed is a check for \$78.75 to cover the filing and certified copy fees.

If you should have any questions, please contact me at 612-349-8297 or by email at plpeterson@rkmc.com.

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.


Paula L. Peterson
Corporate Paralegal

/plp
Enclosures

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 4, 2003

PAULA PETERSON
2800 LASALLE PLAZA, 800 LASALLE AVENUE
ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
MINNEAPOLIS, MN 55402

SUBJECT: MTS SYSTEMS CORPORATION
Ref. Number: W03000032330

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We have received your document for MTS SYSTEMS CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that MTS SYSTEMS CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5,750.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 803A00059917

MICHAEL J. VOLPE
(239) 430-7070

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January 9, 2004

VIA: FACSIMILE 850-410-1015
AND REGULAR UNITED STATES MAIL

Secretary of State – State of Florida
Registration Section – Division of Corporations
Attention: Brenda Tadlock, Section Administrator
Post Office Box 6327
Tallahassee, FL 32314

RE: MTS Systems Corporation, a Minnesota corporation

Dear Ms. Tadlock:

We represent MTS Systems Corporation, a Minnesota publicly held corporation (“MTS”) with its headquarters in Eden Prairie, Minnesota and operations throughout the world. On September 19, 2003 your office notified MTS that MTS is currently registered or obligated to file corporate income tax returns with the Florida Department of Revenue but is not currently registered with the Florida Department of State to transact business in Florida. Based on this letter and considering the relatively modest filing fee for qualification in Florida, on October 29, 2003 this office filed, on behalf of MTS, an Application by Foreign Corporation for Authorization to Transact Business in Florida. By letter dated November 4, 2003, your office notified us that MTS was being assessed a civil penalty of \$5,750 based on a determination that MTS had been transacting business in Florida prior to qualification without paying the appropriate annual report fees. I discussed this matter with Buck Kohr of your office and on the basis of this discussion, we are hereby requesting that you either rule that MTS is not required to register as a foreign corporation in Florida or, alternatively, waive any penalties and accept an application to register as a foreign corporation by merely filing the usual and ordinary filing fee of \$78.75.

We believe MTS is not transacting business in Florida within the meaning of Section 607.1501 of the Florida Statutes. MTS is a global supplier of testing products used for determining the mechanical behavior of materials, products and structures. It also has in the past designed and produced entertainment rides for certain theme parks. All orders for products or services sold in Florida require acceptance at MTS’ headquarters in Eden Prairie, Minnesota before they become contracts. Two employees of MTS live in Florida and receive nominal

January 8, 2004
Page 2

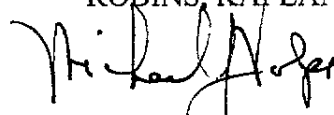
payments for costs associated with maintaining an office in their homes in Florida (the offices are for the employees' convenience in handling paperwork; they do not meet with customers at these offices). These employees are engineers who install and service MTS' highly technical products throughout the United States. Installation and service is an integral part of the interstate transaction since the sale could not be completed without MTS' installation and service.

Due to its sales activity in Florida, MTS has filed corporate income tax returns, along with sales and use tax returns. It is well established that a lower level of contacts with a state is necessary to subject a corporation to taxation by the state than is required to subject the corporation to requirements to qualify to do business in the state. MTS has historically believed that its activities in Florida constitute interstate commerce and have not required registration as a foreign corporation. Indeed, even though MTS has filed state tax returns since 1998 it was not until September of 2003 that MTS was ever notified of any view by Florida that qualification as a foreign corporation may be appropriate. MTS is a global corporation which is registered as a foreign corporation in 14 states and numerous foreign countries. It does not have, and has never had, any intention of evading any registration requirements with any jurisdiction. Consequently, the failure to register in Florida is the result of a view that it has not been transacting business in Florida to a level requiring qualification and we believe the assessment of any penalty for prior years would be inappropriate. Furthermore, we believe that MTS' current activities do not require registration as it is still not transacting business in Florida within the meaning of Section 607.1501 of the Florida Statutes. The application filed in October 2003 was the result of a simple administrative decision that it was more efficient to simply file the application than to take any other action.

While we believe that MTS is not transacting business in Florida in a manner requiring registration as a foreign corporation, MTS is willing to register as a foreign corporation if the Secretary of State will waive the assessment of the proposed penalties. Alternatively, since MTS is not transacting business in Florida within the meaning of Section 607.1501, MTS is willing to continue its current status as an unregistered foreign corporation. In either event, we hereby request a formal ruling that the proposed penalty is waived or will otherwise not be imposed.

Very truly yours,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.



Michael J. Volpe

MJV/mrh

Cc: John Houston, Esquire

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. MTS Systems Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota

(State or country under the law of which it is incorporated)

3. 41-0908057

(FEI number, if applicable)

4. September 12, 1966

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 14000 Technology Drive, Eden Prairie, MN 55344-2290

(Principal office address)

(Current mailing address)

8. Design, development and manufacturing of testing products

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: RKM&C L.L.P. c/o John R. Houston

Office Address: 711 - Fifth Avenue South, Suite 201

Naples

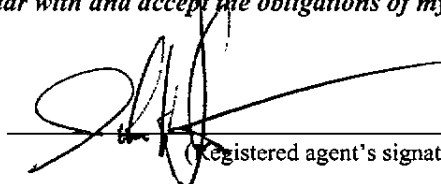
(City)

, Florida 34102-6628

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Sidney W. Emery, Jr.

Address: 14000 Technology Dr

Eden Prairie, MN 55344-2290

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Sidney W. Emery, CEO & President

Address: 14000 Technology Drive

Eden Prairie, MN 55344-2290

Vice President: James M. Egerdal

Address: 14000 Technology Drive

Eden Prairie, MN 55344-2290

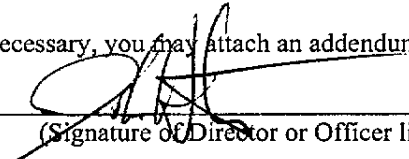
Secretary: John R. Houston

Address: RKM&C L.L.P. 711 - Fifth Avenue South, Suite 201, Naples, FL 34102-6628

Treasurer: Thomas J. Minnerman

Address: 1400 Technology Drive, Eden Prairie, MN 55344-2290

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. John R. Houston, Secretary
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

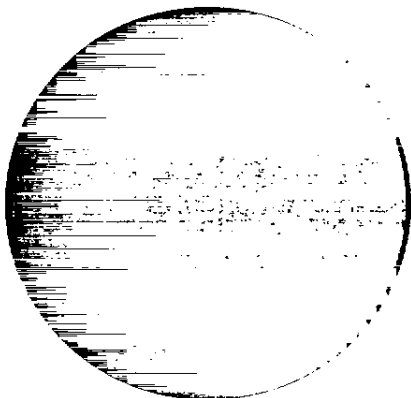
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: MTS Systems Corporation

Date Formed: 09/12/1966

Chapter Governed By: 302A

This certificate has been issued on 10/27/03.



Mary Kiffmeyer
Secretary of State.