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TRANSMITTAL LETTER

1-1-82

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

RECEIVED
FEB 1 1982
DIVISION OF CORPORATIONS
1311 1311

SUBJECT: THE Q-PANEL COMPANY
(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:

Michael J. Crewdson

(Name of Person)

The Q-Panel Co

(Firm/Company)

13131 S.W. 122nd Avenue

(Address)

Miami, Florida 33186

(City, State and Zip Code)

W95-2390

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1311 1311

Should you need to call someone concerning this matter, please call:

Michael J. Crewdson

(Name of Person)

at (305) 255 . 5300

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 2, 1995

MICHAEL J. CREWDSON
THE Q-PANEL COMPANY
13131 S.W. 122ND AVENUE
MIAMI, FL 33186

SUBJECT: THE Q-PANEL COMPANY
Ref. Number: W95000002390

We have received your document for THE Q-PANEL COMPANY and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee 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 corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 295A00004451

AFFIDAVIT

The Q-Panel Company
13131 S.W. 122nd Avenue
Miami, FL 33186

FEB 06

SECTION 7 OF STATE
SECTION OF CO. FORMATIONS
FEB 7 PM 1:28

Mr. Loo Rivers
Document Examiner
Florida Dept of State
409 E. Gaines Street
Tallahassee, FL 32399

Reference W95000002390

Application for registration of Foreign Corporation: The Q-Panel Company

With regard to our application concerning registering our corporation in Florida, we have filed incorrect information regarding the date we first transacted business in Florida. According to the Florida Statute 607.1501 (2)(f) our conduct in Florida prior to the present time is not considered as transacting business.

Our company is in the process of acquiring assets in Florida and is set to close on those assets on February 7, 1995. Since October of 1994 we have been contacting potential customers for our new business, and routing all information through our headquarters in Ohio. The October date in our application refers to those contacts. According to the above referenced statute section, we were not "transacting business" in Florida.

We are registering The Q-Panel Company in Florida, in order that we can begin business using the assets we are going to purchase this week. Our start up date for business will be February 8, 1995. Please reconsider our application for registration in Florida at the earliest possible time, and we thank you for your consideration and assistance. I can be contacted at (305)255-5300

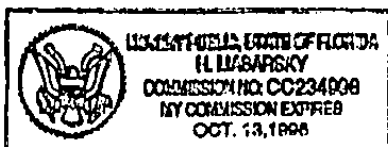
By: Michael J. Crewdson 2/6/95

Name: Michael J. Crewdson

Notary: H. Masarsky

Name: H. MASARSKY

MIAMI, FL. 33176 2-06-95



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. THE Q-PANEL COMPANY

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Ohio

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

3. 34-0947925

(FEI number, if applicable)

4. December 28, 1964

(Date of Incorporation)

5. Perpetual

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

6. October 21, 1994

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 26200 First Street

Westlake, Ohio 44145

(Current mailing address)

8. Testing Services

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

9. Name and street address of Florida registered agent:

Name: Michael J. Crewdson

Office Address: 13131 S.W. 122nd Avenue

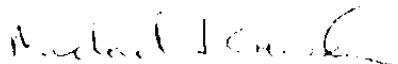
Miami

, Florida , 33186

(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Douglas M Grossman (sole director)

Address: 4355 Valley Forge Dr.
Fairview Park, OH 44126

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

B. OFFICERS

President: Douglas M Grossman

Address: 4355 Valley Forge Dr.
Fairview Park, OH 44126

Vice President: Patrick J. Brennan

Address: 3438 Southern Rd.
Richfield, OH 44286

Secretary: Bill E. Predmore

Address: 217 George St.
Elyria, OH 44035

Treasurer: N/A

Address: _____

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

13. Douglas M Grossman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas M Grossman, President
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 FEB - 7 PM 1:28

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show **THE Q - PANEL COMPANY**, an Ohio corporation, Charter No. 336054, having its principal location in Cleveland, County of Cuyahoga, was incorporated on December 28th, 1964 and is currently in **GOOD STANDING** upon the records of this office.*



WITNESS my hand and official
seal at Columbus, Ohio this
27th day of January, A.D. 1995

Bob Taft

Bob Taft
Secretary of State