

Document Number Only

F9800000/836

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002473594--2
-03/31/98--01045--025
*****35.00 *****35.00

400002473594--2
-03/31/98--01045--026
*****35.00 *****35.00

Rayovac Corporation

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☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC Filing

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Rayovac 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:

Thomas D. Zilavy, Esq.
(Name of Person)

DeWitt Ross & Stevens S.C.
(Firm/Company)

2 East Mifflin Street, Suite 600
(Address)

Madison, WI 53703
(City/State/Zip)

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DIVISION OF CORPORATIONS
98 MAR 31 PM 1:42

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

Thomas D. Zilavy, Esq.
(Name of Person)

at (608) 255-8891
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Rayovac Corporation
(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. Wisconsin
(State or country under the law of which it is incorporated)
3. 22-2423556
(FEI number, if applicable)
4. 4/15/86
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 601 Rayovac Drive,
Madison, WI 53744-4960
(Current mailing address)
8. Sale and distribution of batteries
(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: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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.

Conie Bryan
(Registered agent's signature)

LEE BRYAN
SPECIAL ASSISTANT SECRETARY

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.

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98 MAR 31 PM 1:42

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: PLEASE SEE ATTACHED EXHIBIT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: PLEASE SEE ATTACHED EXHIBIT B

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. James A. Broderick, Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A
DIRECTORS OF RAYOVAC CORPORATION

The following individuals are directors of Rayovac Corporation:

David A. Jones
Kent J. Hussey
Roger F. Warren
Trygve Lonnebotn
Scott A. Schoen
Thomas A. Shepherd
Warren C. Smith, Jr.

The address for all directors is: Rayovac Corporation
601 Rayovac Drive
Madison, WI 53744-4960

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EXHIBIT B

OFFICERS OF RAYOVAC CORPORATION

The following individuals are officers of Rayovac Corporation:

- David A. Jones, Chief Executive Officer and President
- Kent J. Hussey, Executive Vice President of Finance and Administration,
Chief Financial Officer
- Roger F. Warren, President/International and Contract Micropower
- Trygve Lonnebotn, Executive Vice President of Operations
- Stephen P. Shanesy, Senior Vice President of Marketing and General Manager
of General Batteries
- Kenneth V. Biller, Senior Vice President and General Manager of Lighting
Products & Industrial
- Merrell M. Tomlin, Senior Vice President of Sales
- James A. Broderick, Vice President, General Counsel and Secretary

The address for all officers is: Rayovac Corporation
601 Rayovac Drive
Madison, WI 53744-4960

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United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

RAYOVAC CORPORATION

is a domestic corporation organized under the laws of this state and that its date of incorporation is APRIL 15, 1986.

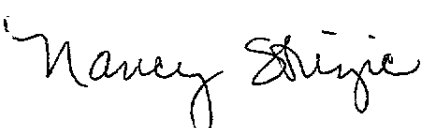
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I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on MARCH 30, 1998.




Richard L. Dean, Secretary
Department of Financial Institutions

BY: 

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.