

F98000006602  
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 14 PM 12:54

SUBJECT: Lyons Safety, Incorporated N/K/A Bill Thompson  
(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:

297-12709

12/4

~~Thomas A. Merkle  
(Name of Person)  
O'Neil, Cannon & Hollman, S.C.  
(Firm/Company)  
111 East Wisconsin Avenue, Suite 1400  
(Address)  
Milwaukee, Wisconsin 53202  
(City/State/Zip)~~

Changed -  
see next  
page

500002196385--0  
-02/03/98--01021--002  
\*\*\*2000.00 \*\*\*2000.00

500002196385--0  
-05/30/97--01092--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Thomas A. Merkle at ( 414 ) 276-5000  
(Name of Person) (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

\$765.00 validated  
on 1/20/98  
letter from  
IFCUA

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Bill Thompson, Inc.  
(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:

Janet M Jurek  
(Name of Person)

Industrial Footwear Corp of America  
(Firm/Company)

155 National Place Suite 105  
(Address)

Longwood FL 32750  
(City/State/Zip)

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DIVISION OF CORPORATIONS  
98 DEC -4 PM 12: 54

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

Janet Jurek at ( 407 ) 339-8000  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
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

\* Original application stated 10/1/93 as date first transact business in Florida.

O'NEIL, CANNON & HOLLMAN, S.C.  
ATTORNEYS AT LAW

PATRICK J. O'NEIL  
THOMAS G. CANNON  
DENNIS W. HOLLMAN  
F. JOSEPH SCHLOSSER\*  
THOMAS A. MERKLE  
WILLIAM A. WISEMAN  
J. MILES GOODWIN  
RUSSELL C. BRANNEN, JR.  
JAMES G. DEJONG  
EUGENE O. DUFFY  
RANDALL L. NASH  
DEAN P. LAING

SUITE 1400, BANK ONE PLAZA  
111 EAST WISCONSIN AVENUE  
MILWAUKEE, WISCONSIN 53202-4803  
(414) 276-5000  
FACSIMILE (414) 276-6581

FAYE L. CALVEY  
STEVEN J. SLAWINSKI  
CLAUDE J. KRAWCZYK  
GREGORY W. LYONS  
STEVEN L. STRYE  
PETER J. FAUST

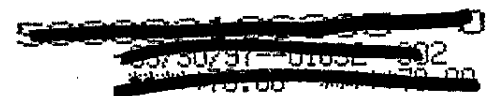
OF COUNSEL  
WILLIAM RYAN DREW

\*ALSO LICENSED  
CERTIFIED PUBLIC ACCOUNTANT

May 27, 1997

VIA OVERNIGHT MAIL

Qualification/Tax Lien Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399



Re: Lyons Safety, Incorporated

Dear Sir or Madam:

Enclosed for filing please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, a certificate of existence, and a check in the amount of \$70.00 made payable to the Florida Department of State to cover the filing fee for the above-referenced corporation.

If there are any questions regarding this matter, please contact the undersigned or Thomas A. Merkle at (414) 276-5000. Thank you.

Very truly yours,

*Kathleen A. Polacheck*

Kathleen A. Polacheck  
Paralegal

KAP/jlr  
Enclosures

c: Peter Piotrowski  
Thomas A. Merkle

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 30, 1997

THOMAS A. MERKLE  
O'NEIL, CANNON & HOLLMAN, S.C.  
111 E. WISCONSIN AVE., STE. 1400  
MILWAUKEE, WI 53202

SUBJECT: LYONS SAFETY, INCORPORATED  
Ref. Number: W97000012709

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -4 PM 12: 54

We have received your document for LYONS SAFETY, INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 and penalty fees is \$4765.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 097A00029424



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 25, 1997

THOMAS A. MERKLE  
O'NEIL, CANNON & HOLLMAN, S.C.  
111 E. WISCONSIN AVE., STE. 1400  
MILWAUKEE, WI 53202

SUBJECT: LYONS SAFETY, INCORPORATED  
Ref. Number: W97000012709

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -4 PM 12: 54

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for LYONS SAFETY, INCORPORATED.

The referenced application states that the corporation has transacted business in the State of Florida since October 1, 1993. You were notified by letter dated May 30, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4765.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Jennifer Sindt  
Document Examiner      Letter No. 597A00042771

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 14, 1997

THOMAS A. MERKLE  
LYONS SAFETY, INCORPORATED  
W185 N11300 WHITNEY DR.  
GERMANTOWN, WI 53022

SUBJECT: LYONS SAFETY, INCORPORATED  
Ref. Number: W97000012709

**CERTIFIED MAIL #P 348 067 159 RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of LYONS SAFETY, INCORPORATED to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by LYONS SAFETY, INCORPORATED for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$4765.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 497A00054738

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -4 PM 12: 54

# IFCOA

January 20, 1998

Ms. Jennifer Sindt  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



W97-12709

100002411231--9  
-01/26/98--01026--001  
\*\*\*\*765.00 \*\*\*\*765.00

Dear Ms. Sindt:

It has recently come to my attention that Lyons Safety, Incorporated has failed to properly qualify to transact business in Florida. The purpose of my letter is to remedy the situation.

I want to apologize for our delinquency in responding to your letters. I was first made aware of this situation last week and I now understand what caused the confusion on our part.

Lyons Safety, Inc. (a Wisconsin Corporation - the name was changed to Bill Thompson, Inc. on July 2, 1997) has a division in Florida doing business as Industrial Footwear Corporation of America, IFCOA and or Titan Footwear. Since its inception in 1993 this business has operated autonomously. In May of 1997 in connection with a sale involving most of the assets of Lyons Safety, Inc., we took the initiative to make sure our status was current with all states that we were transacting business in. Your letters to our attorney Thomas Merkle were forwarded to our IFCOA division. There, employees of IFCOA informed us that they were authorized to transact business as Industrial Footwear Corporation of America and that they would resolve this problem. In the last three months the president of IFCOA has resigned and most of the other employees have also resigned or have been terminated leaving much unfinished business, including this situation. Earlier today in a conversation with Hart Collins of the Florida Division of Corporations, I learned that neither Industrial Footwear Corporation of America, IFCOA or Titan Footwear ever applied for authorization to transact business in Florida.

The problem was totally within our organization and again I apologize that this was not addressed months ago. The Department has been very patient with us. Based on the internal confusion, rather an intent not to comply as evidenced by the Application for Authorization to Transact Business in Florida, we would appreciate it if you would consider waiving the \$4,000 civil penalties under Section 607.1502 of the Florida Statutes. I have enclosed our check in the amount of \$765 covering the annual fees.

I appreciate your patience in this matter and look forward to bringing this situation up-to-date. Please call me at (414) 250-4126 if you have any questions.

Very truly yours,

*Peter J. Piotrowski*  
Peter J. Piotrowski  
Treasurer

RECEIVED

JAN 26 1998

Office of General Counsel  
Department of State

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DIVISION OF CORPORATIONS  
98DEC-4 PM 12:41

**INDUSTRIAL FOOTWEAR CORPORATION OF AMERICA**  
P.O. BOX 522525 • PHONE 407-339-8600 • LONGWOOD, FL 32752-2525

**TOLL FREE FAX # 888-265-5998**

FLORIDA DEPARTMENT OF STATE  
Office of the Secretary  
Office of International Relations  
Division of Administrative Services  
Division of Corporations  
Division of Cultural Affairs



MEMBER OF THE FLORIDA CABINET  
Division of Library & Information Services  
Division of Historical Resources  
Ringling Museum of Art  
Division of Licensing  
Division of Elections

FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
Secretary of State

23 January 1998

Thomas A. Merkle, Esq.  
O'Neil, Cannon & Hollman, S. C.  
111 East Wisconsin Ave., Suite 1400  
Milwaukee, Wisconsin 53202

RE: Statutory Fees & Penalties

Dear Mr. Merkle:

This office has received information that Lyons Safety, Inc., has been involved in unauthorized business activities in the State of Florida.

As of the date above, the total amount of penalties owed by this corporation is \$5,915.00. These fees are pursuant to section 607.1502, Florida Statutes. If litigation is necessary to collect these penalties, the corporation may also be liable for additional fees and costs associated with filing suit.

If you wish to resolve this matter, please direct your payment to my attention at the address below. If I have not received payment within thirty days, I will assume that you are not willing to resolve this matter without litigation and will proceed accordingly. If you have any questions regarding this correspondence, you may contact me at 850/414-5536.

Respectfully,

A handwritten signature in cursive script that reads "Gerard T. York".

Gerard T. York  
Assistant General Counsel

GTY/vs  
Enclosure

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# IFCOA



January 27, 1998

Ms. Jennifer Sindt  
Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Sindt:

Enclosed is a copy of our original Application by Foreign Corporation for Authorization to Transact Business in Florida which has been marked up to indicate the current information. I have also enclosed correspondence from Gerard T. York confirming settlement of the penalty issue.

Please give me a call at (414)250-4126 if you have any questions.

Very truly yours,

Peter J. Piotrowski  
Vice President

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DIVISION OF CORPORATIONS  
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**INDUSTRIAL FOOTWEAR CORPORATION OF AMERICA**  
P.O. BOX 522525 • PHONE 407-339-8600 • LONGWOOD, FL 32752-2525

**TOLL FREE FAX # 888-265-5998**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**  
**OFFICE OF THE GENERAL COUNSEL**

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**FACSIMILE TRANSMITTAL**

**TO FAX NUMBER: 414-255-7114**

**Please deliver the following pages to:**

**NAME: Pete Piotrowski**

**COMPANY: IFCOA**

**CITY/STATE: Milwaukee, Wisconsin**

**SENDER: Gerard T. York, Esq.,  
Assistant General Counsel**

**DATE/TIME: 01/29/98 4:12 PM**

**NUMBER OF PAGES (including transmittal sheet): 2**

**FROM FAX: 850/922-5763 (Suncom 292-5763)**

**COMMENTS: This is to confirm our conversation of January 27, 1998 wherein we have agreed to settle the issue of foreign non-qualified penalties due from IFCOA for the sum of \$2000, reflecting penalties from 1993 assessed at the statutory minimum of \$500 per year.**

**Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue IFCOA a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 323990250.**

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**Please do not hesitate to contact me should you have any questions.**

**If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.**

**LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250**



# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 2, 1998

RE: Lyons Safety, Inc.

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Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1993 of \$765.00 and foreign non-qualified penalties of \$ 2000.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1998

THOMAS A. MERKLE  
O'NEIL, CANNON & HOLLMAN, S.C.  
111 E. WISCONSIN AVE., STE. 1400  
MILWAUKEE, WI 53202

SUBJECT: LYONS SAFETY, INCORPORATED  
Ref. Number: W97000012709

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We have received your updated application and your check for \$2,000.00; however, the updated application needs some corrections.

As Thomas A.Merkle was deleted as an officer, his signature is not acceptable for line 13. Another designated officer or director must sign.

A new certificate of existence must be submitted showing the amended corporate name.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The registered agent must sign accepting the designation.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 898A00005942

**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. Bill Thompson Inc.  
(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. 39-1459404 (FEI number, if applicable)

4. 11/29/82 (Date of incorporation)      5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. July 1 1997 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 155 National Place Suite 105  
Longwood FL 32750 (Current mailing address)

8. Wholesale/Retail Distributor (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: Janet Jurek

Office Address: 155 National Place Suite 105  
Longwood, Florida, 32750 (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.*

Janet M. Jurek  
(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.

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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: William Thompson

Address: 3313 N 124<sup>th</sup> Street  
Brookfield WI 53005

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Palmer Beebe

Address: 155 National Place Suite 105  
Longwood FL 32750

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

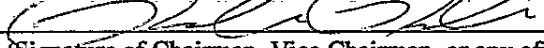
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
98 DEC -4 PM 12:54

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. Palmer Beebe - Acting President  
(Typed or printed name and capacity of person signing application)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

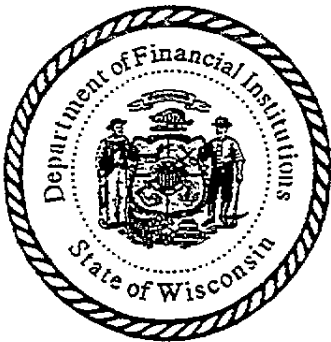
I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

BILL THOMPSON, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is NOVEMBER 17, 1982.

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 NOVEMBER 25, 1998.



*Richard L. Dean*  
Richard L. Dean, Secretary

Department of Financial Institutions

BY: *Patricia Weber*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -4 PM 12:54

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.