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ACCOUNT NO. : 072100000032

REFERENCE : 807082 4328094

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 SEP - 1 AM 10:27

ORDER DATE : August 22, 2000

ORDER TIME : 3:50 PM

ORDER NO. : 807082-005

CUSTOMER NO: 4328094

CUSTOMER: Ms. Jean Fowler
The Marmon Group, Inc.
225 West Washington St.

200003380982--1

Chicago, IL 60606

FOREIGN FILINGS

NAME: MATT-SON, INC.

860800046946

XXXX QUALIFICATION (TYPE: CO)

5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

3/2 9/11

**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.*

MATT-SON, INC.

1. _____
(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. Delaware 3. 36-4212237
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/18/98 5. Perpetual
(Date of incorporation) (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. 28W0005 Industrial Avenue
Barrington, Illinois 60010
(Current mailing address)

8. Manufacture and sale of water treatment products and components
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: _____

(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF COMMERCE
SECRETARY OF STATE

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. R. C. Gluth, Vice President
(Typed or printed name and capacity of person signing application)

MATT-SON, INC.

Officers and Directors

ROBERT A. PRITZKER
Director and Chairman
225 West Washington Street
Chicago, Illinois 60606

R. C. GLUTH
Director, Vice President
and Treasurer
225 West Washington Street
Chicago, Illinois 60606

SCOTT WATKINS
President, General Manager
28W005 Industrial Avenue
Barrington, Illinois 60010

JOHN J. GOODY
Vice President
225 West Washington Street
Chicago, Illinois 60606

ROBERT W. WEBB
Secretary and General Counsel
225 West Washington Street
Chicago, Illinois 60606

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP - 1 AM 10:27

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATT-SON, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2860821 8300

AUTHENTICATION: 0650275

001441197

DATE: 08-31-00