

CT CORPORATION SYSTEM

F01000003673

June 19, 2001

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: K & D Products, Inc.
Order No. 4021910

000004445470--0
-06/26/01--01029--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing on behalf of the above entity, please find the following:

1. An original Application by Foreign Corporation for Authorization to Transact Business in Florida plus one (1) copy;
2. A certificate of existence; and
3. A check in the amount of \$70 for the required filing fee.

Please return evidence of the filing to this office via regular mail using the self addressed envelope enclosed with this letter.

Should you have any questions or if for any reason the filing cannot be effected promptly, please notify the undersigned of the details by call our toll-free number 1-800-626-1773.

Sincerely,



Summer PaVon
Associate Customer Specialist
Enc.
Via Regular Mail

401 Second Avenue, South
Minneapolis, MN 55401
Tel. 612 333 4315
Fax 612 333 2524

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2001 JUL 12 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 2001

SUMMER PAVON
CT CORPORATION SYSTEM
401 2ND AVE S SUITE 454
MINNEAPOLIS, MN 55401

SUBJECT: K & D PRODUCTS, INC.
Ref. Number: W01000015004

We have received your document for K & D PRODUCTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6051.

Shawn Logan
Document Specialist

Letter Number: 101A00039072

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**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. K & O Products, 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. Minnesota 3. 41-1978488
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/20/2000 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. 156 B Galewski Drive
Winona, MN 55987
(Current mailing address)

8. Wholesale distribution of specialty 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: C T Corporation System

Office Address: 1200 South Pine Island Road

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.

C T Corporation System

(Registered agent's signature)

Kevin D. Lumberg, Asst. V.P.

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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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Scott K. BiesanzAddress: 156 B Galewski Drive
Winona, MN 55987

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Scott K BiesanzAddress: 156 B Galewski Drive
Winona, MN 55987

Vice President: _____

Address: _____

Secretary: Scott K BiesanzAddress: 156 B Galewski Drive
Winona, MN 55987Treasurer: 1

Address: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Scott K. Biesanz

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

14. Scott K Biesanz, Chairman

(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

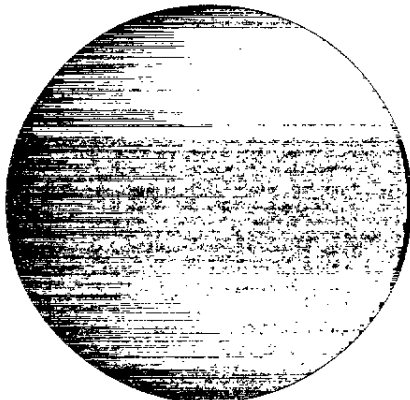
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the 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: K & D Products, Inc.

Date Formed: 06/20/2000

Chapter Governed By: 302A

This certificate has been issued on 05/31/01.



Mary Kiffmeyer
Secretary of State.