

# F02000000315

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT:

Remstar International, 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:

Dennis K. Duell

(Name of Person)

MegaStar Systems

(Firm/Company)

706 Pike Street

(Address)

Marietta OH 45750

(City/State and Zip code)

For further information concerning this matter, please call:

Dennis K. Duell

(Name of Person)

at (740) 376-0078

(Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☒ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

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TALLAHASSEE, FLORIDA

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DK

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

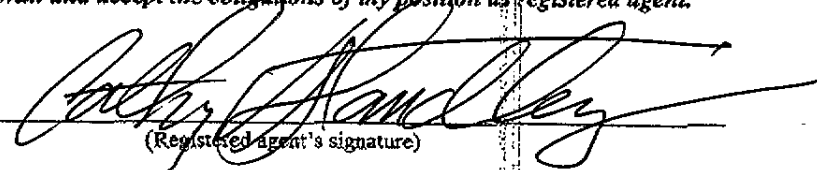
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Remstar International 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. Delaware  
(State or country under the law of which it is incorporated)
3. 01-0380195  
(FEI number, if applicable)
4. 5/27/80  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification \* Business for MegaStar Systems operates through various dealerships throughout Florida  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. MegaStar Systems  
(Principal office address)  
706 Pike Street Marietta OH 45750  
(Current mailing address)
8. Sale of ASRS Equipment  
(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: Cathy Standley, CSPS Inc. President  
Office Address: 3909 Reserve Drive #1518  
Tallahassee, Florida 32311  
(City) (Zip code)

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## 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 business addresses of officers and/or directors:

## A. DIRECTORS

Chairman: Silvia Anesini  
Address: 41 Eisenhower Drive  
Westbrook ME 04092

Vice Chairman: Richard Phung  
Address: 41 Eisenhower Drive  
Westbrook ME 04092

Director: Gary Gould  
Address: 41 Eisenhower Drive  
Westbrook ME 04092

Director: David Whelan  
Address: 41 Eisenhower Drive  
Westbrook ME 04092

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## B. OFFICERS

President: Gary Gould  
Address: 41 Eisenhower Drive  
Westbrook ME 04092

Vice President: Dennis Duell  
Address: 706 Pike Street  
Marietta, GA 30060

Secretary: Davis Warren  
Address: 41 Eisenhower Drive Westbrook ME 04092

Treasurer: Steve Turner  
Address: 41 Eisenhower Drive Westbrook ME 04092

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

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

14. Dennis K. Duell  
(Typed or printed name and capacity of person signing application)



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TALLAHASSEE, FLORIDA

January 15, 2002

The State of Florida  
Department of Management Services  
Tallahassee, FL

SUBJECT: Remstar International Inc/ Megastar Systems Association

To Whom It May Concern:

Megastar Systems is an operating division of Remstar International, Inc. Remstar International is an operating division of Kardex AG, a Swiss based company (see our annual report). There should be no confusion between Kardex AG and Kardex Systems (US). These are two separate companies.

The relationship between Remstar International and Megastar Systems is strictly a "Doing Business As" (D.B.A.) relationship. Remstar International is doing business as Megastar Systems throughout North America and as such is afforded all of the privileges of the GSA Contract negotiated by Remstar International. The State of Florida SPURS number issued to Remstar International Inc will be used by Megastar to do business in the State of Florida. The State of Florida will be billed by Remstar International Inc. for all business procured under this contract.

Sincerely,

Dennis K. Duell  
VP, Megastar Systems

Dennis K. Duell  
706 Pike Street  
Marietta, OH 45750

Voice: (740) 376-0078, Fax: (740) 376-0759, e-mail: dduell@megastarsystems.com

**REMSTAR INTERNATIONAL INC.****SECRETARY'S CERTIFICATE**

The undersigned, David E. Warren, Secretary of Remstar International Inc., a Delaware corporation, hereby certifies:

1. That I am the duly elected, qualified and acting Secretary of the corporation.
2. That the following named individual has been properly elected to and now holds the office in the corporation set forth after his name.

Name

Office

Dennis K. Duell

Vice President Megastar Systems

3. That the Vice President of the corporation has been duly authorized by the Board of Directors to execute and deliver from time to time to potential customers of the corporation proposals for the sale of the corporation's products and services, on such terms as the said Vice President may from time to time deem to be in the best interests of the corporation.

IN WITNESS WHEREOF, I have set my hand to this certificate as an instrument under seal as of this 16<sup>th</sup> day of January, 2001.

  
David E. Warren, Secretary

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TALLAHASSEE, FLORIDA



December 4, 2001

To whom it may concern:

Pleased be advised Cathy Standly is an authorized representative of Megastar Systems by Remstar. She is our contract administrator for the State of Florida Bid Contract # 13420590-J Library Furshings. She is authorized to sign and approved any documents involved in this process.

Sincerely,

Dennis K. Duell  
Vice President

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TALLAHASSEE, FLORIDA

Dennis K. Duell  
706 Pike Street  
Marietta, OH 45750

Voice: (740) 376-0078, Fax: (740) 376-0759, e-mail: dduell@megastarsystems.com

# Delaware

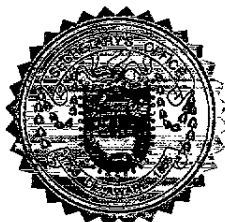
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REMSTAR INTERNATIONAL 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 TENTH DAY OF JANUARY, A.D. 2002.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1552116

DATE: 01-10-02