

F02000005529

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

400007893504--2
-09/20/02--01045--003
*****70.00 *****70.00

SUBJECT: Material Handling Systems, 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.

FILED
2002 NOV -4 PM 2:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please return all correspondence concerning this matter to the following:

William A. Smith
(Name of Person)
Material Handling Systems, Inc.
(Firm/Company)
2455 Crittenden Drive
(Address)
Louisville, KY 40217
(City/State and Zip code)

For further information concerning this matter, please call: 11/04/02--01026--026 **1150.00

William Smith at (502) 637-3111
(Name of Person) (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

Bill Smith GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name on Resolution to add of Kentucky

DATE 10/04/02 @ 2:54pm

DOC. EXAM [Signature]

1102-27509
J. BRYAN NOV 9 3 2002
J. BRYAN NOV - 4 2002



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 14, 2002

WILLIAM A. SMITH
MATERIAL HANDLING SYSTEMS, INC.
2455 CRITTENDEN DRIVE
LOUISVILLE, KY 40317

SUBJECT: MATERIAL HANDLING SYSTEMS, INC.
Ref. Number: W02000027509

*10-21-02
11:03
Joey Bryan
line 6*

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

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/uniform business 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/uniform business report and penalty fees is \$1,150.00.

*OK # 47068
12-30-02*

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, 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 notarized 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, 617.1501 or 608.502, Florida Statutes.

If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 002A00057202



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 23, 2002

WILLIAM A. SMITH
MATERIAL HANDLING SYSTEMS, INC.
2455 CRITTENDEN DRIVE
LOUISVILLE, KY 40317

SUBJECT: MATERIAL HANDLING SYSTEMS, INC.
Ref. Number: WC2000027509

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2002 NOV -4 PM 2:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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/uniform business 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/uniform business report and penalty fees is \$1,150.00.

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If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 602A00053869

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned William A. Smith, do hereby certify
(Name)

that this Resolution of the Board of Directors of Material Handling Systems, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of KY
was duly adopted on October 9, 2002

Be it resolved, that Material Handling Systems, Inc.
(Corporate Name)

organized and existing in the State of KY, hereby adopts the name
MHS Company, Inc. of Kentucky for use in Florida.

October 9, 2002
Dated: _____


Signature of either Chairman, Vice Chairman or any officer

William A. Smith
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. Material Handling Systems, 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. KY 3. 61-1350369
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 30, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 1, 2001
(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. 2455 Crittenden Drive Louisville, KY 40217
(Principal office address)
2455 Crittenden Drive Louisville, KY 40217
(Current mailing address)

8. Subcontractor-Install Package Sorting 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: Mary Ann Hutchinson

Office Address: 8127 Setters Point Drive
New Port Richey, Florida 34653
(City) (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.


(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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. OFFICERS

President: _____

Address: _____

Vice President: William A. Smith

Address: 11408 Easum Road

Louisville, KY 40299

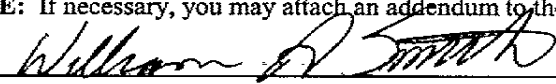
Secretary: Arthur J. Henson

Address: 6300 Fible Lane

Treasurer: Crestwood, KY 40014

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. William A. Smith, Vice President
(Typed or printed name and capacity of person signing application)



John Y. Brown III
Secretary of State

Certificate of Existence

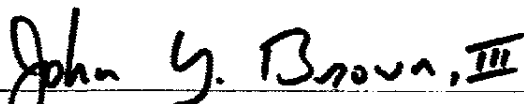
I, John Y. Brown III, Secretary of State of the Commonwealth of Kentucky do hereby certify that according to the records in the Office of the Secretary of State,

MATERIAL HANDLING SYSTEMS, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is July 30, 1999 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 8th day of August, 2002.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
BWeber/0477985

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA