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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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F03-1121  
OK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 955497 4332362

AUTHORIZATION

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : March 5, 2003

ORDER TIME : 12:23 PM

ORDER NO. : 955497-020

CUSTOMER NO: 4332362

CUSTOMER: Ms. Amy B. Lucas  
Brownstein Hyatt & Farber,  
Suite 2200  
410 17th Street  
Denver, CO 80202

FOREIGN FILINGS

NAME: SIMPLICITY MANUFACTURING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

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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. Simplicity Manufacturing, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 13, 1983 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.  
(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. 500 North Spring Street, Port Washington, WI 53074-0997  
(Principal office address)  
500 North Spring Street, Port Washington, WI 53074-0997  
(Current mailing address)
8. manufacture, sell and distribute lawn and garden 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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(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.*

Corporation Service Company

[Signature]  
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached Officers and Directors Rider

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

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

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

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

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

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

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

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B. OFFICERS

President: see attached Officers and 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. Don J. Schoonenberg  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Don Schoonenberg, Secretary  
(Typed or printed name and capacity of person signing application)

**Officers and Directors Rider  
Simplicity Manufacturing, Inc.**

Address for all officers and directors is:  
500 North Spring Street  
Port Washington, WI 53074-0997

**Directors**

Warner C. Frazier  
James A. Wier  
Don S. Schoonenberg  
James A. Kohlberg  
Samuel P. Frieder  
George W. Peck IV  
George T. Brophy  
Thomas A Gildehaus

**Officers**

**Title**

|                      |   |
|----------------------|---|
| James A. Wier        | President and Chief Executive Officer                                 |
| Don S. Schoonenberg  | Executive Vice President, Finance and<br>Administration and Secretary |
| B. Clay Callan       | Vice President, Manufacturing<br>Development                          |
| B. Christopher Cover | Executive Vice President, Operation                                   |
| Richard W. Marcellus | Vice President, Marketing   |
| James H. Myers       | Vice President, Sales   |
| Harold L. Redman     | Senior Vice President, Sales,<br>Marketing and Product Management     |
| John R. Daniels      | Controller, Treasurer   |

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# Delaware

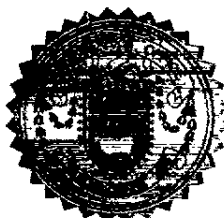
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMPLICITY MANUFACTURING, 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 FIFTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SIMPLICITY MANUFACTURING, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF JANUARY, A.D. 1983.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2290977

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DATE: 03-05-03