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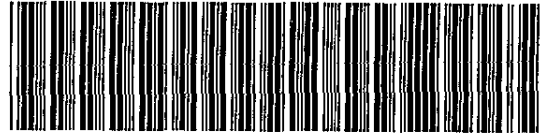
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FILED
03 APR -2 AM 8:49
TALLAHASSEE, FL 32301



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 31, 2003

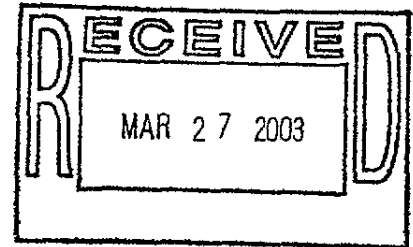
RE: LaForce, Incorporated.

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03 APR -2 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Based on my review of the file and the information received from the corporation, it is my recommendation that this file be closed. Corporation erroneously represented on its February 24, 2003 application it had transacted business in Florida since September 1, 1999, notwithstanding the fact its past activities do not come within the definition of "transacting business" under section 607.1501, Florida Statutes. Accordingly, no penalties or past annual report fees are due. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that the Division's records indicate corporation is authorized to transact business in Florida.

/gty

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: March 26th, 2003
SUBJECT: LAFORCE, INCORPORATED
REFERENCE: W03000005401



Pursuant to Mr. Vogeltanz's letter of March 4th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

Vogeltanz:

Quality

reps: no (KS)

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TALLAHASSEE, FLORIDA

LA FORCE Inc.

"The REPUTATION you can build on"

March 4, 2003

Florida Department of State
Mr. Gerry York
P.O. Box 6327
Tallahassee, FL 32314

Re: LaForce Business Registration
Ref. Number: W03000005401

Dear Mr. York:

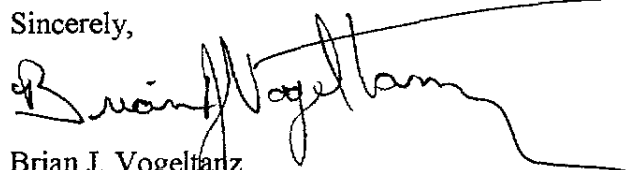
This letter is to appeal the penalty of \$4,600.00 assessed by the Florida Department of State. LaForce, Inc. began soliciting sales in the State of Florida on September 1, 1999, this is what is entered on line 6 of the Foreign Corporation Application. At that time, a salesperson was traveling to the state of Florida about three times a year. Because of this, LaForce had nexus in the state and registered to collect sales tax.

LaForce believes that according to section 607.1501(2)(f), "The following activities, among others, do not constitute transacting business within the meaning of subsection (1): Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise if the orders require acceptance outside this state before they become contracts", the penalty should not apply.

Since LaForce has only transacted business in the state of Florida as defined as being exempt according to section 607.1501, Line 6 of our application should read "upon qualification". In the near future, LaForce will have installation personnel at a job site performing labor. We are unable to begin the installation until we have authorization from the Department of State.

Should you have any questions or concerns, please feel free to contact me at 920-497-7100 ext. 2295.

Sincerely,



Brian J. Vogeltanz
Accounts Payable Manager

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LaForce, Incorporated
(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:

Jill M. Pruski

(Name of Person)

LaForce, Inc.

(Firm/Company)

P.O. Box 10068

(Address)

Green Bay, WI 54307

(City/State and Zip code)

For further information concerning this matter, please call:

Jill Pruski

(Name of Person)

at (920) 497-7100 ext. 2244

(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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

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03 APR -2 AM 8:49
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 25, 2003

JILL M PRUSKI
PO BOX 10068
GREEN BAY, WI 54307

SUBJECT: LAFORCE, INCORPORATED
Ref. Number: W03000005401

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR - 2 AM 8:49

FILED

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

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 \$4600.00.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 703A00012090

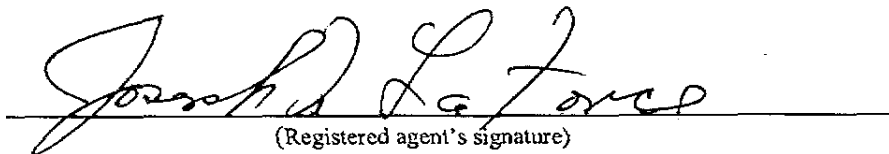
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. LaForce, Incorporated
(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. Wisconsin 3. 39-0980509
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 17, 1961 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. September 1, 1999
(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. 1060 West Mason Street; Green Bay, WI 54303
(Principal office address)
P.O. Box 10068; Green Bay, WI 54307
(Current mailing address)
8. Contract supplier, wholesaler & retailer of hardware, doors, frames and specialty material.
(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: Joseph LaForce
Office Address: 2026 Laurel Oak Drive
Palm City, Florida 34990
(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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03 APR 92 AM 8:49
TALLAHASSEE, FLORIDA
STATE DEPT. OF STATE

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

A. DIRECTORS

Chairman: John MacMullen

Address: 3733 Libal Street

Green Bay, WI 54301

Vice Chairman: Joe LaForce

Address: 2026 Laurel Oak Drive

Palm City, FL 34990

Director: James LaForce

Address: 320 W86 Apt 8A

New York, NY 10024

Director: Jack Schmitz

Address: N79 W22215 Bramble

Sussex, WI 53089

B. OFFICERS

President: Ken Metzler

Address: 2275 Tordeur Court

Green Bay, WI 54311

Vice President: Brian Mannering

Address: 2870 Crosshaven

Green Bay, WI 54313

Secretary: Harold Brelant

Address: 1963 Knotty Pine; Green Bay, WI 54304

Treasurer: Jill Pruski

Address: 1918 Pike Lane; DePere, WI 54115

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

13. Jill M Pruski

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

14. Jill M. Pruski, Treasurer

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

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08 APR - 2 AM 8:49
TALLAHASSEE, FLORIDA

DGM
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions do hereby certify that

LA FORCE, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is JANUARY 17, 1961.

I further certify that said corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on February 14, 2003.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.