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FOREIGN PROFIT QUALIFICATION

The Wagner-Smith Company

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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. The Wagner-Smith Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ohio 3. 31-0338440
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 1, 1917 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3178 Emery Lane, Dayton, Ohio 45439
(Principal office address)

Same

(Current mailing address)

8. Electrical construction and any purpose or purposes allowed by law.
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: [Signature] CT Corporation System
Michael Miller
Assistant Secretary
(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:

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A. DIRECTORSChairman: Martin A. WhiteAddress: 918 East Divide AvenueBismarck, ND 58501Vice Chairman: Philip H. WagnerAddress: 3178 Enclave LaneDayton, OH 45401Director: Warren L. RobinsonAddress: 918 East Divide AvenueBismarck, ND 58501Director: Paul K. SandnessAddress: 918 East Divide AvenueBismarck, ND 58501**B. OFFICERS**President: Philip D. WagnerAddress: 3178 Enclave LaneDayton, OH 45401Vice President: Craig A. KellerAddress: 400 North Fourth StreetBismarck, ND 58501Secretary: Paul K. SandnessAddress: 918 East Divide Avenue, Bismarck, ND 58501Treasurer: Warren L. RobinsonAddress: 918 East Divide Avenue, Bismarck, ND 58501

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Paul K. Sandness, General Counsel, Secretary and Director

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

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show THE WAGNER-SMITH COMPANY, an Ohio corporation, Charter No. 42573, having its principal location in Dayton, County of Montgomery, was incorporated on August 01, 1917 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 5th day of November, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2004309NC2E2D