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(Requestor's Name)

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(Address)

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PICK-UP WAIT MAIL

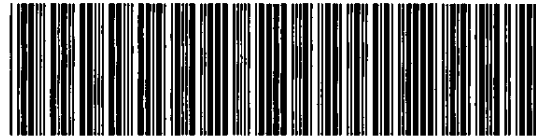
(Business Entity Name)

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TALLahassee, FLORIDA

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12/18

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Leitz Tooling Systems GMBH
(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:

Jasmine A. Hall

(Name of Person)

Warner Norcross & Judd LLP

(Firm/Company)

900 Fifth Third Center, 111 Lyon Street NW

(Address)

Grand Rapids, Michigan 49503

(City/State and Zip code)

For further information concerning this matter, please call:

Jasmine A. Hall

(Name of Person)

at (616) 752-2269

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 11, 2006

JASMINE A HALL
900 FIFTH THIRD CENTER, 111 LYON STREET
GRAND RAPIDS, MI 49503

SUBJECT: LEITZ TOOLING SYSTEMS GMBH
Ref. Number: W06000053317

We have received your document for LEITZ TOOLING SYSTEMS GMBH and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of 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) 245-6929.

Justin M Shivers
Document Specialist
New Filing Section

Letter Number: 106A00070535

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.

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FLORIDA

1. Leitz Tooling Systems GmbH, Inc
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Leitz Tooling Systems, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Germany 3. 38-2524167
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 26, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. Leitzstrasse 2, D 7082, Oberkochen, Germany
(Principal office address)

Leitzstrasse 2, D 7082, Oberkochen, Germany
(Current mailing address)

8. Sale and service of tools and tool systems
(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 S. 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.

Jessica M. Eisele
(Registered agent's signature) Jessica M. Eisele
Asst. Secretary

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: Dr. Dieter Brucklacker

Address: Postfach 1229

73443 Oberkochen, Germany

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Garry Davies

Address: 4301 East Paris Avenue

Grand Rapids, Michigan 49512

Vice Presidents: Terry Jacks Robert Boss

Address: 401 Interstate Drive 4301 East Paris Ave

Archdale, North Carolina 27263 Grand Rapids, MI 49512

Secretary: Robert Knipfer

Address: 130 East Randolph Drive

Chicago, Illinois 60601

Treasurer: _____

Address: _____

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. GARRY DAVIES

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

Number of entries	a) Company b) Headquarters, subsidiaries, field offices c) Object of the company	Initial or nominal capital	a) Authorization b) Remanagement, jointly liable gen. CEO, sued representatives and authorizations	Proxy	a) Legal form, begin, articles or company contract b) Other legal conditions	a) Filing date b) Comments
1	2 a) Leitz Tooling Systems GmbH b) Oberkochen c) for the production, repair, import, export, and distribution of tools and tool systems, in particular for wood and plastics processing, primarily of those made by the company Gahr, Leitz GmbH & Co. and the companies of the Leitz group. 2. Procurement and sale of investment goods, parts, auxiliary and operational material, in particular for companies of the Leitz group. The company can operate in similar fields and operate all types of business in connection with the purpose of the company. It can also participate in other companies, both foreign and domestic, operating with a similar or identical purpose or implement domestic or foreign subsidiaries or field offices	3 400,000.00 DM	4 a) Willy saw manager has appointed, representative solely: Werner managers have appointed, Werner managers joint use manager with one person has power of procurator b) CS Dr. Dietscher, Dieter, M. Sykes), Chosen, authorized for representation with mission to act in the name of the company subsequent business with itself and on behalf third parties	5	6 a) Limited liability company Company contract dated 6/22/1996 b) Founded by way of separation according to § 123 paragraph 2 No. 2 UrtG (Hanswirtschafsgesetz, German Reorganization of Companies Act) via transfer of a portion of the assets of Leitz Tooling Systems GmbH with headquarters in Oberkochen (transferring legal entity) based on the separation plan dated August 28, 1996 and the separation plan dated 12/1/1995 to the company (accepting legal entity). The separation became effective on January 30, 1997. There is a contract for transferring profits between the company (subsidiary) and Leitz GmbH & Co. KG with headquarters in Oberkochen (mother company) dated November 14, 2002, approved by the general meeting of the company and the general company meeting of the mother company, both on November 14, 2002.	7 a) 06/09/2006 Sauter b) This page has been transferred to: data processing area replaced the p registry page on 06/08/2006. Day of the first entry 1997 Company contract: special volume, pg 4 Profit transfer contract: special volume, pg 4 Decision of approval: special volume, pg 4 Separation plan: special volume, pg 4 Decision of approval: special volume, pg 4

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	4 a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnisse	5 Prokura	6 a) Rechtsform, Beginn, Setzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	7 a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
1	<p>a) Leitz Tooling Systems GmbH</p> <p>b) Sitz, Niederlassung, Zweigniederlassungen</p> <p>c) Gegenstand des Unternehmens</p> <p>1. Herstellung, Wiederaufarbeitung, Einfuhr, Ausfuhr und Vertrieb von Werkzeugen und Werkzeugsystemen, insbesondere für die Holz- und Kunststoffsbearbeitung, vor allem von solchen aus der Herstellung der Firma Gebr. Leitz GmbH & Co. und der Unternehmen der Leitz-Gruppe.</p> <p>2. Einkauf und Verkauf von Investitionsgütern, Ersatzteilen, Hilfs- und Betriebsstoffen, insbesondere für Unternehmen der Leitz-Gruppe.</p> <p>Die Gesellschaft kann sich auf verwandten Gebieten betätigen und alle Geschäfte betreiben, die mit dem Gegenstand des Unternehmens im Zusammenhang stehen. Sie kann sich auch an anderen Unternehmen im In- und Ausland mit dem gleichen oder ähnlichen Gegenstand betätigen und Zweigniederlassungen oder Tochtergesellschaften im In- und Ausland errichten.</p>	400.000,00 DEM	<p>a) Ist nur ein Geschäftsführer bestellt, vertritt er allein. Sind mehrere Geschäftsführer bestellt, vertreten zwei gemeinsam oder ein Geschäftsführer mit einem Prokuristen.</p> <p>b) Geschäftsführer: Dr. Brucklacher, Dieter, Diplom-Physiker, Oberkochen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.</p>		<p>a) Gesellschaft mit beschränkter Haftung Gesellschaftsvertrag vom 28.08.1996</p> <p>b) Im Wege der Abspaltung gem. § 123 Abs. 2 Nr. 2 UmwG durch Übertragung eines Teilbetriebes aus dem Vermögen der Leitz Tooling Systems GmbH mit Sitz in Oberkochen (übertragender Rechtssträger) auf der Grundlage des Spaltungsplanes vom 28. August 1996 nebst Abspaltbilanz zum 31.12.1995 auf die Gesellschaft (übernehmender Rechtssträger) entstanden. Die Spaltung wurde am 30. Januar 1997 wirksam.</p> <p>Zwischen der Gesellschaft (Tochtergesellschaft) und der Leitz GmbH & Co. KG mit Sitz in Oberkochen (Muttergesellschaft) besteht ein Gewinnführungsvertrag vom 14. November 2002 dem zugestimmt haben die Gesellschafterversammlung der Gesellschaft und die Gesellschafterversammlung der Muttergesellschaft jeweils am 14. November 2002.</p>	<p>a) 09.06.2006 Sauter</p> <p>b) Dieses Blatt ist zur Fortführung auf EDV umgeschrieben worden und dabei an die Stelle des bisherigen Registerblattes getreten. Freigegeben am 09.06.2006.</p> <p>Tag der ersten Eintragung: 23.01.1997</p> <p>Gesellschaftsvertrag: Sonderband Blatt 5</p> <p>Gewinnführungsvertrag: Sonderband Blatt 17/22</p> <p>Zustimmungsbeschluss: Sonderband Blatt 23/27</p> <p>Spaltungsplan: Sonderband Blatt 5</p> <p>Zustimmungsbeschluss: Sonderband Blatt 5</p>



TRANSPERFECT
TRANSLATIONS

City of New York, State of New York, County of New York

ATLANTA

BOSTON

BRUSSELS

CHICAGO

DALLAS

DENVER

FRANKFURT

GENEVA

HONG KONG

HOUSTON

LONDON

LOS ANGELES

MIAMI

MINNEAPOLIS

MONTREAL

MUNICH

NEW YORK

PARIS

PHILADELPHIA

RESEARCH
TRIANGLE PARK

SAN DIEGO

SAN FRANCISCO

SEATTLE

STOCKHOLM

TOKYO

WASHINGTON, DC

I, Katharine Perekslis, hereby certify that the following is, to the best of my knowledge and belief, a true and accurate translation of the attached document Persinger, Daniel 11-14-06, from German to English.

Katharine L. Perekslis

Sworn to before me this
20th day of November, 2006

Signature, Notary Public

PAUL D. RALSTON
Notary Public, State of New York
No. 01RA6023867
Qualified in Queens County
Commission Expires May 3, 2011

Stamp, Notary Public