

F95000000002

June 23, 1994

CT Corporation System  
454 Northwest Midland  
Bank Building  
Minneapolis, MN 55401  
612 333 4315  
Fax 612 333 2521

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

3000001214198  
-06/27/94--01142--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: IMI Cornelius Inc.  
Order #: MIN103

0094-14224

Counsel: Phillip A. Erickson Sr VP  
IMI Group Inc.  
One Cornelius Pl.  
Anoka, MN 55303-6214

Gentlemen:

As requested by counsel, we enclose for filing  
qualification documents on behalf of this corporation,  
together with funds in payment of the required fees.  
This document should be filed as soon as possible.

Evidence of the filing should be returned to this office  
via regular mail.

If you have any questions or if for any reason the filing  
cannot be effected promptly, please notify this office of  
the details by calling our toll-free number: 1-800-626-  
1773.

Very truly yours,

*Michele R. Rohrbaugh*

Michele R. Rohrbaugh  
Technical Specialist

/mrr

Enclosure(s)

Special Instructions:

FILED  
SECRETARY OF STATE  
CORPORATION DIVISION  
95 JAN -3 AM 10:11

mtm

**IMI GROUP INC.**

One Cornelius Place  
Anoka, Minnesota 55303-6234  
612-422-3650 • FAX # 612-422-3244

**IMI**  
a subsidiary of IMI plc

**DATE:** December 19, 1994 - Via Facsimile: 004-487-6012

TO: Michael Mays - Florida Division of Corporations

**FROM:** Charles Tebellus - U.S. Group Tax Manager

RE: Florida Registration - IMI Cornelius Inc.  
FEIN: 41-0204600

65 JUL -3 AM 10:12

Your letters regarding registration in Florida reached my desk on Friday. IMI Cornellus Inc. is a subsidiary. I have the responsibility for filing federal and state tax returns.

I had the subsidiary review their records for information on the filing of registration papers in Florida. Unfortunately, records and personnel familiar with the company prior to 1984 are no longer available. The tax return records that are available indicate that the company had a salesman living in Florida and working out of his home. His activities were and are the solicitation of orders only, in Florida and the nearby states.

If the company failed to properly register we are prepared to pay the amounts you have requested. In accordance with our telephone conversation on Friday, December 16th, will you please search your records to see if the above noted company was registered under any of its former legal names: The Cornelius Company, Cornelius Company, Cornelius, Inc.

The Cornelius Company was purchased by IMI plc in 1982. Perhaps this is a logical time to start any new registration.

Please fax your search response to me at (612) 422-3244.

I would like to resolve this matter within the next several days. Thank you for your assistance.

Charles T. Perkins



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 1, 1994

CHARLES E FLEMING  
IMI CORNELIUS INC  
1 CORNELIUS PLACE  
ANOKA, MN 55303-6234

SUBJECT: IMI CORNELIUS, INC.  
Ref. Number: W94000014224

**CERTIFIED MAIL #Z 751 934 142  
RETURN RECEIPT REQUESTED**

This is the Department of State's third request for information to establish the date IMI CORNELIUS, INC. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that IMI CORNELIUS, INC. has transacted business in Florida since January 1, 1972. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$10401.25 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 394A00051447

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 10:12



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

September 12, 1994

C T CORPORATION SYSTEM  
454 NORWEST MIDLAND  
BANK BLDG  
MINNEAPOLIS, MN 55401

SUBJECT: IMI CORNELIUS, INC.  
Ref. Number: W94000014224

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP -3 AM 10:12

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for IMI CORNELIUS, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1972. You were notified by letter dated June 27, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$10401.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Michael Mays  
Corporate Specialist      Letter No. 994A00041081

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

June 27, 1994

C T CORPORATION SYSTEM  
454 NORWEST MIDLAND  
BANK BLDG  
MINNEAPOLIS, MN 55401

SUBJECT: IMI CORNELIUS, INC.  
Ref. Number: W94000014224

RECEIVED  
SECRETARY OF STATE  
JUL 1 1994  
JUL 1 1994

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

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that IMI CORNELIUS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1972, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

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 (904) 487-6097.

Michael Mays  
Corporate Specialist

Letter Number: 994A00030177

**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. IMI Cornelius Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Minnesota  
(State or country under the law of which it is incorporated)

3. January 29, 1935  
(Date of Incorporation)

4. perpetual  
(Duration)

5. 41-0204600  
(Federal Employer Identification number, if applicable)

6. upon qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. IMI Group Inc., One Cornelius Place, Anoka, MN 55303-6234  
(Current mailing address)

8. Sales of beverage dispensing/cooling equipment.  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: Roy Amos

Address: IMI Kynoch, Witton

Birmingham B6 7BA ENGLAND

Director  
Vice Chairman: Richard A. Barkley

Address: One Cornelius Place  
Anoka, MN 55303

Director: Thomas J. Gillard

Address: IMI Kynoch, Witton

Birmingham B6 7BA ENGLAND

Director: Robert C. Nicholson

Address: One Cornelius Place  
Anoka, MN 55303

**B. Officers:**

President: Richard A. Barkley  
Address: One Cornelius Place  
Anoka, MN 55303

Vice President: Charles E. Fleming  
Address: One Cornelius Place  
Anoka, MN 55303

Secretary: Phillip A. Erickson  
Address: One Cornelius Place  
Anoka, MN 55303-6234

Treasurer: Robert C. Nicholson  
Address: One Cornelius Place  
Anoka, MN 55303

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T CORPORATION SYSTEM  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324  
Zip Code

**11. 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: \_\_\_\_\_

C T CORPORATION SYSTEM

(Officer)

Susan J. Wanner, Assistant Secretary  
(Type Name and Title of Officer)

12. 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.

13. CE F  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Charles E. Fleming, Executive Vice President - Operations  
(Name and capacity of person signing application)

# State of Minnesota

## SECRETARY OF STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 10:12

### Certificate of Good Standing

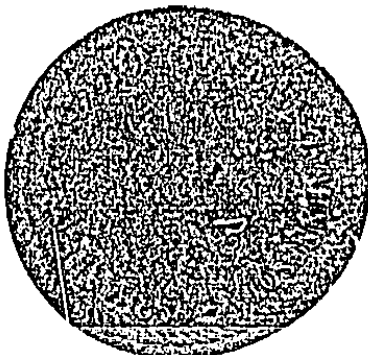
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: IMI CORNELIUS INC.

Date Formed: 01/29/1935

Chapter Governed By: 302A

This certificate has been issued on 06/24/94.



*Joan Anderson Grove*  
Secretary of State.