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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: Treadle Power Inc
(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:

STUART LINDSAY
(Name of Person)
Treadle Power Inc
(Firm/Company)
731 Broadway ST
(Address)
Dunedin, FL 34698
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 4 AM 8:46

Should you need to call someone concerning this matter, please call:

STUART LINDSAY at (800) 648-7335 - (until Thurs. Dec 23)
(Name of Person) Area Code & Daytime Telephone Number

from Dec 29 to Dec 30
Hyman Wood 1-802-925-2761
Dec 31 to Jan 1 1-813-736-4407

Thanks!

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Treadle Power 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. Vermont 3. 03-0336183
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Oct 5 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.165, F.S.))

7. 731 Broadway St
Dunedin, FL 34698
(Current mailing address)

8. manufacture and sales of exercise equipment, anything legal
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Charlotte E PETERSON

Office Address: 920 Broadway

Dunedin, Florida, 34698
(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 . . . 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.

Charlotte E Peterson
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: STUART LINDSAY

Address: RR2 Box 2298

Charlotte VT 05445

Vice President: Doris Wood

Address: PO Box 84, Cedar Beach Rd

Charlotte, VT 05445

Secretary: Susan Hayward

Address: RR2 Box 2298

Charlotte, VT 05445

Treasurer: Christopher Williamson

Address: PO Box 118, Cedar Beach Rd.

Charlotte, VT 05445

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

13. 

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

14. STUART LINDSAY

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



STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

I, Donald M. Hooper, Secretary of State of the State of Vermont, do hereby certify that according to the records of this office

TREADLE POWER, INC.

a corporation formed under the laws of the State of Vermont

was filed for record in this office on October 5, 1992.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN - 4 AM 8:45

I further certify that the corporation has perpetual duration, that its most recent annual report is on file, and that articles of dissolution have not been filed.

December 19, 1994

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*

Donald M. Hooper

Donald M. Hooper
Secretary of State



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Treadle Power, Inc.
P.O. Box 180
Charlotte, VT 05445

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Pick up time _____
- Mail out
- Will wait
- Photocopy

- Certified Copy
- Certificate of _____

FILED
96 APR - 1 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Withdrawal
4/5/96

Examiner's Initials

DC

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

TREADLE POWER, INC.

(Name of Corporation)

VERMONT

(Incorporated Under Laws Of)

FILED
93 APR - 1 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.


P.O. BOX 180

(Mailing Address)

CHARLOTTE, VT 05445

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

PRESIDENT

Title

STUART LINDSAY

Typed or printed name

MARCH 27, 1996

Date