

**Legal Department
Suite A • 109 Woodfield Drive
Greenville, PA 16125**

Phone (412) 588-8600
Telecoplor (412) 589-5898

VIA FEDERAL EXPRESS

Florida Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

40000141795.4
-03/01/95- 010.20--007
****122.50 ****35.00

RE: Werner Co. Application by Foreign Corporation for Authorization to Transact Business in Florida

To Whom It May Concern:

1099-4593

Enclosed please find an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida for Werner Co. I have also enclosed a check in the amount of \$123.50 for the filing fee and certified copies of the Corporation's charter documents from the Commonwealth of Pennsylvania.

If you should have any questions or need additional information, please contact me at (412) 588-2000 extension 2641.

Sincerely,

Identified Mammals

Wendy A. Meikle
Paralegal

WAM:pal

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 1, 1995

WENDY A. MEIKLE, PARALEGAL
WERNER CO./ LEGAL DEPT.
109 WOODFIELD DRIVE, SUITE A
GREENVILLE, PA 16125

SUBJECT: WERNER CO.
Ref. Number: W95000004593

We have received your document for WERNER CO. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certified photocopy of Articles of Incorporation which you submitted, as it is not necessary for filing.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00009220



Legal Department
Suite A • 109 Woodford Drive
Greenville, PA 16125

Phone (412) 588-8600
Telecopier (412) 589-5898

March 7, 1995

Mr. Lee Rivers
Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Werner Co. Application by Foreign
Corporation for Authorization to
Transact Business in Florida

Dear Mr. Rivers:

Pursuant to the attached correspondence, enclosed please find an original Certificate of Good Standing from the Commonwealth of Pennsylvania.

If you should have any questions or need additional information, please contact me at (412) 588-2000 extension 2641.

Sincerely,

A handwritten signature in cursive script, appearing to read "Wendy A. Meikle".

Wendy A. Meikle
Paralegal

WAM:pal

Enclosures

**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. Werner Co.

(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. Pennsylvania

(State or country under the law of which it is incorporated)

3. 25-1754435

(FEI number, if applicable)

4. January 1, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 93 Werner Road

Greenville, PA 16125-9499

(Current mailing address)

8. Manufacturing, warehousing and distribution of climbing products.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida , 32301

(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.

Corporation Service Company
Maureen W. Cullen, Authorized Registered Agent

Maureen W. Cullen
(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: See Attached Exhibit "A"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Exhibit "B"

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Richard L. Werner

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

14. Richard L. Werner, Chairman, President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

DIRECTORS

Richard L. Werner - 9 Werner Road, Greenville, PA 16125
Robert I. Werner - 10800 West Belmont Avenue, Franklin Park, IL 60131-0448
Donald M. Werner - 93 Werner Road, Greenville, PA 16125
Howard L. Solot - 93 Werner Road Greenville, PA 16125
Marc L. Werner - 93 Werner Road, Greenville, PA 16125
Craig R. Werner - 10800 West Belmont Avenue, Franklin Park, IL 60131-0448
Michael E. Werner - 93 Werner Road, Greenville, PA 16125
Eric J. Werner - 93 Werner Road, Greenville, PA 16125
Bruce D. Werner - 10800 West Belmont Avenue, Franklin Park, IL 60131-0448
Michael J. Solot - 10800 West Belmont Avenue, Franklin Park, IL 60131-0448

12 5
13 1
14 1
15 1
16 1
17 1
18 1
19 1
20 1
21 1
22 1
23 1
24 1
25 1
26 1
27 1
28 1
29 1
30 1
31 1
32 1
33 1
34 1
35 1
36 1
37 1
38 1
39 1
40 1
41 1
42 1
43 1
44 1
45 1
46 1
47 1
48 1
49 1
50 1
51 1
52 1
53 1
54 1
55 1
56 1
57 1
58 1
59 1
60 1
61 1
62 1
63 1
64 1
65 1
66 1
67 1
68 1
69 1
70 1
71 1
72 1
73 1
74 1
75 1
76 1
77 1
78 1
79 1
80 1
81 1
82 1
83 1
84 1
85 1
86 1
87 1
88 1
89 1
90 1
91 1
92 1
93 1
94 1
95 1
96 1
97 1
98 1
99 1
100 1

ATTACHMENT B

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Richard L. Werner	Chairman, President and Chief Executive Officer	93 Werner Road Greenville, PA 16125
Robert I. Werner	Vice Chairman and Senior Vice President, Technology/Quality	10800 West Belmont Avenue Franklin Park, IL 60131-0448
Howard L. Solot	Executive Vice President, Chief Chief Operating Officer and Assistant Secretary	93 Werner Road Greenville, PA 16125
Donald M. Werner	Sr. Vice President Corporate Sales and Marketing, Assistant Secretary	93 Werner Road Greenville, PA 16125
Richard P. Sulecki	Vice President - Engineering	93 Werner Road Greenville, PA 16125
Walter L. Bollenbacher	Vice President - Corporate Planning	93 Werner Road Greenville, PA 16125
Albert W. Durniok	Vice President - Human Resources	93 Werner Road Greenville, PA 16125
Joseph J. Despoy	Vice President - Mill Product Sales	93 Werner Road Greenville, PA 16125
Michael E. Werner	Vice President - Sales	93 Werner Road Greenville, PA 16125
Marc L. Werner	Treasurer and Chief Financial Officer	93 Werner Road Greenville, PA 16125
Eric J. Werner	Chief Administrative Officer, Secretary, Secretary, General Counsel and Corporate Ethics Officer	93 Werner Road Greenville, PA 16125

COMMONWEALTH OF PENNSYLVANIA



Department of State

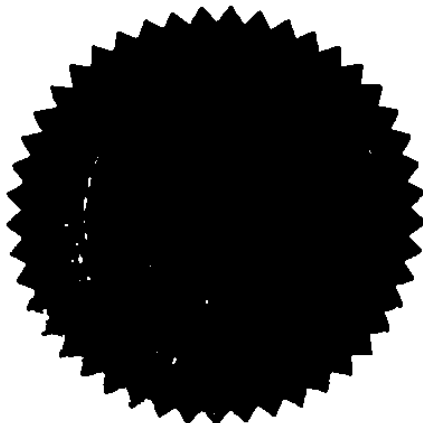
01/24/1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

WERNER CO.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Gretchen K. ...".

ACTING Secretary of the Commonwealth

JC00

64607 01/24/95
RECEIVED
DEPT. OF STATE
HARRISBURG, PA.