

F9500000 5115

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
OCT 20 AM 10:43 '95

SUBJECT: Wicat Systems, Inc.
(Name of corporation)

Dear Sir or Madam:

W95-4100

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:

Diana Kingston
(Name of Person)
Jostens, Inc.
(Firm/Company)
5501 Norman Center Drive
(Address)
Minneapolis, MN 55437
(City, State and Zip Code)

500001616945
-10/23/95--01016--022
*****35.00 *****35.00

300001411909
-02/21/95--01133--011
*****35.00 *****35.00

100001609221
-10/12/95--01066--001
***3896.25 ***3896.25

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

Diana Kingston at (612) 830 - 8428
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

JOSTENS, INC.
EXECUTIVE OFFICES
5501 NORMAN CENTER DRIVE
MINNEAPOLIS, MINNESOTA 55437

LAW DEPARTMENT
612 / 830-3700

DIRECT LINE:

TELECOPIER:

(612) 830-8428

February 16, 1995

(612) 830-3380

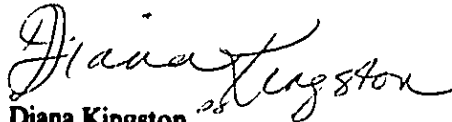
Qualification/Registration Section
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43

Re: Registration of Wicat Systems, Inc. in Florida

Enclosed please find a completed application to register the above-referenced corporation in the State of Florida, along a check for \$35.00, representing the appropriate filing fee. Please process this application and feel free to contact me at the address above should you need further information.

Sincerely,



Diana Kingston
Legal Assistant

DY/ps
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1995

DIANA KINGSTON
JOSTENS, INC.
5501 NORMAN CENTER DRIVE
MINNEAPOLIS, MN 55437

SUBJECT: WICAT SYSTEMS, INC.
Ref. Number: W95000004100

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43

We have received your document for WICAT SYSTEMS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please complete line 6 of the application.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that WICAT SYSTEMS, 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 September 13, 1989, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3896.25.

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) 487-6095.

**Jennifer Sindt
Document Examiner**

Letter Number: 795A00008180



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

DIANA KINGSTON
JOSTENS, INC.
5501 NORMAN CENTER DRIVE
MINNEAPOLIS, MN 55437

SUBJECT: WICAT SYSTEMS, INC.
Ref. Number: W95000004100

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43

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 WICAT SYSTEMS, 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 September 13, 1989. You were notified by letter dated February 22, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$3896.25 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.

Jennifer Sindt
Document Examiner Letter No. 695A00024457

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43

August 16, 1995

RODNEY W. JORDAN
WICAT SYSTEMS, INC.
5501 NORMAN CENTER DRIVE
MINNEAPOLIS, MN 55437

SUBJECT: WICAT SYSTEMS, INC.
Ref. Number: W95000004100

CERTIFIED MAIL #P 348 066 467 RETURN RECEIPT REQUESTED

This is the Department of State's third request for information to establish the date WICAT SYSTEMS, 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 WICAT SYSTEMS, INC. has transacted business in Florida since September 13, 1989. If the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes, 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 \$3896.25 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 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,

Marc W. Dunbar, Assistant General Counsel

Enclosures

KPMG Peat Marwick LLP

4200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402

October 16, 1995

Jennifer Sindt
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32302-1500

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43

Dear Ms. Sindt:

We are responding on behalf of our client, Wicat Systems, Inc. In accordance with your discussion with Mike Olson, enclosed is a \$35 payment to cover the remaining portion of Wicat System's registration fee. Also enclosed is Wicat's application for authorization to transact business in Florida containing the original signatures of the officers required as you requested.

If you have any questions, please contact me, on behalf of the client, at (612) 830-3356.

Very truly yours,

KPMG Peat Marwick LLP


Kevin W. Kaiser
Senior Manager

Enclosures

KWK:mao

Ref: h:\atax\income\return\fy95\notices\wicatfl.doc



Member Firm of
Klynfield Peat Marwick Goerdeler

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Wicat Systems, 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. Delaware 3. 41-1651795
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/4/86 *originally incorporated as Jos-Comp, Inc. 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 13, 1989
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5501 Norman Center Drive
Minneapolis, MN 55437
(Current mailing address)
8. regional sales
(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: CT Corporation
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Susan J. Warner
(Registered agent's signature) *Asst Sec.*

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 20 AM 10:43

12. Names and addresses of officers and/or directors:

LIST OF ALL OFFICERS
AND DIRECTORS
ATTACHED. MAIL
FOR ALL TO CORPORATE
ADDRESS.

A. DIRECTORS

Chairman: Robert C. Buhmester

Address: 5501 Norman Center Drive
Minneapolis, MN 55437

Vice Chairman: NONE

Address: _____

Director: Orville E. Fisher, Jr

Address: 5501 Norman Center Drive
Minneapolis, MN 55437

Director: Stanley E. Sanderson, Jr

Address: 5501 Norman Center Drive
Minneapolis, MN 55437

B. OFFICERS

President: Rohit A. Patel

Address: 5501 Norman Center Drive
Minneapolis, MN 55437

Vice President: Stanley E. Sanderson, Jr.

Address: 5501 Norman Center Drive
Minneapolis, MN 55437

Secretary: Rodney W. Jordan

Address: 5501 Norman Center Drive
Minneapolis, MN 55437

Treasurer: Curtis Hedges

Address: 5501 Norman Center Drive
Minneapolis, MN 55437

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43

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.

Rodney W. Jordan, Assistant Secretary

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

WICAT SYSTEMS, INC.

Officers

Robert C. Buhrmaster
Rohit A. Patel
Stanley E. Sanderson, Jr.
Rodney W. Jordan
Orville E. Fisher, Jr.
Curtis Hedges
Robb L. Prince
Jennifer Olson-Goude

Chairman of the Board
President and General Manager
Vice President
Assistant Secretary
Vice President-Secretary
Treasurer
Assistant Treasurer
Assistant Treasurer

Directors

Robert C. Buhrmaster,
Orville E. Fisher, Jr.
Stanley F. Sanderson, Jr.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WICAT SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1994.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 AM 10:43



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7347546

12-21-94

2109654 8300

944250416

F 9500000 5/15

Requestor's Name
WICAT
A Jostens Learning Company
890 West 410 North, Lindon, Utah 84042

700001710447
-02/08/96--01049--012
*****35.00 *****35.00
Office Use Only

CORPORATION(S)

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 _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB -8 AM 9:11

FILED

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KRB
2-9

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

Wicat Systems Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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.

890 West 410 North

(Mailing Address)

Lindon, Utah 84042

(City/ State /Zip)

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

FILED
96 FEB -8 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kent D. Harmony
Signature

Chief Financial Officer

Title

Kent D. Harmony

1-31-96

Typed or printed name

Date