

F96000000269

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

800001678768
--01/03/96--01061--003
*****70.00 *****70.00

SUBJECT: ASHTON - POTTER (USA) LTD. INCORPORATED
(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:

LORI FREDERICK
(Name of Person)

w96-206

ASHTON - POTTER (USA) LTD. INCORPORATED
(Firm/Company)

10 CURTWRIGHT DRIVE
(Address)

WILLIAMSVILLE, NY 14221
(City/State/Zip)

Postmarked
12/21/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 9:00

LR
1/17

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

LORI FREDERICK
(Name of Person)

at (716) 633-2000
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



ASHTON POTTER

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

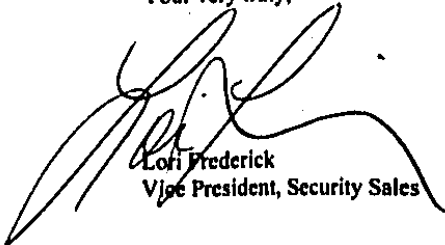
Dear Sir or Madam:

Ashton-Potter (USA) Ltd. is pleased to enclose for your consideration completed forms which we were required to fill out in order to transact business in Florida.

Also, we have enclosed a check in the amount of \$70.00 to cover the registration fee along with an original certificate of existence dated December 12, 1995 and signed by the Secretary of State for the State of New York.

Should you have any questions concerning our application please call me directly at (716)633-2000 ext. 250. We look forward to doing business with the State of Florida.

Your very truly,



Lori Frederick
Vice President, Security Sales



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 4, 1996

**LORI FREDERICK
ASHTON-POTTER (USA) LTD. INCORPORATED
10 CURTWRIGHT DRIVE
WILLIAMSVILLE, NY 14221**

SUBJECT: ASHTON-POTTER (USA) LTD. INCORPORATED
Ref. Number: W96000000206

We have received your document for ASHTON-POTTER (USA) LTD. INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 296A00000358



ASHTON POTTER

January 9, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Lee Rivers
Document Examiner

SUBJECT: ASHTON-POTTER (USA) LTD. INCORPORATED
REF. NUMBER: W9600000206

As requested in your letter dated January 4, 1996 (Letter Number: 296A00000358), we are pleased to enclose for your consideration our "Application by Foreign Corporation for Authorization to Transact Business in Florida" form on which we have inserted the words "UPON QUALIFICATION" in section 6.

We look forward to transacting business in the State of Florida.

Yours very truly,



Don Frederick
Vice President, Security Sales

**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. Ashton-Rotter (USA) Ltd. Incorporated
(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
(State or country under the law of which it is incorporated)
3. 161444149
(FBI number, if applicable)
4. OCTOBER /93
(Date of Incorporation)
5. Perpetual
(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 817.155, F.S.))
7. 10 Curtwright Drive
Williamsville, N.Y. 14221
(Current mailing address)
8. Specialty and Security Printing
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Thomas N. Davidson
Office Address: 29 Cardinal Lane
Key Largo, Florida, 33037
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 9:00

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: PRESIDENT & C.E.O. 1 MILES S. NADAL

Address: 45 HAZELTON AVENUE, TORONTO, ONTARIO M5R 2E3

Vice Chairman: EXECUTIVE VICE PRESIDENT W. JUDSON MARTIN
& C.F.O. & SECRETARY 1

Address: _____

Director: THOMAS N. DAVIDSON

Address: _____

KEY LARGO, FLORIDA

Director: LLOYD S.D. FOGLER, Q.C.

Address: FOGLER, RUBINOFF; ROYAL TRUST TOWER;

SUITE 4400, TORONTO DOMINION CENTRE

TORONTO, ONTARIO M5K 1G8

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MILES S. NADAL

Address: 45 HAZELTON AVENUE, TORONTO, ONTARIO M5R 2E3

Vice President/ General Manager: BARRY R. SWITZER

Address: 10 CARTWRIGHT DRIVE, WILLIAMSVILLE, NY 14221

Secretary: W. JUDSON MARTIN

Address: 45 HAZELTON AVENUE, TORONTO, ONTARIO M5R 2E3

Treasurer: PETER M. LEWIS

Address: 45 HAZELTON AVENUE, TORONTO, ONTARIO M5R 2E3

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. BARRY SWITZER, VICE PRESIDENT / GENERAL MANAGER
(Typed or printed name and capacity of person signing application)

**State of New York
Department of State**

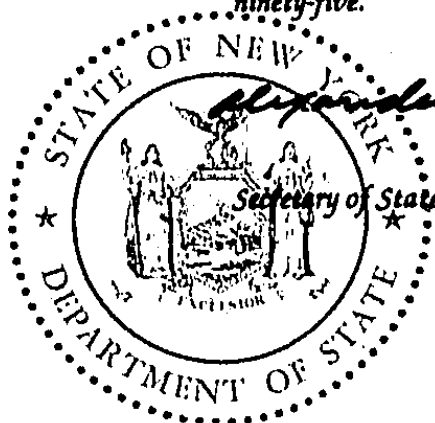
ss:

I hereby certify, that ASHTON-POTTER (USA) LTD. a DELAWARE corporation, filed an Application for Authority to do business in the State of New York on 08/23/1993. I further certify that no certificate of Surrender of Authority has been filed, and so far as shown by the records of this Department, such corporation is still authorized to do business in the State of New York.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of December
one thousand nine hundred and
ninety-five.

96 JAN 17 AM 9:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Alexander F. Trenchwell

199512130398 55