

F96000005242

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LUSTER LEAF PRODUCTS, 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:

ROBERT M. DONLON
(Name of Person)

Walton, Lantaff, Schroeder & Carson
(Firm/Company)
United National Bank Tower
1645 Palm Beach Lakes Boulevard, Suite 800
P.O. Box 2966
(Address)

West Palm Beach, FL 33401
(City/State/Zip)

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

ROBERT M. DONLON
(Name of Person)

at (407) 689-6700
(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

WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

UNITED NATIONAL BANK TOWER
1645 PALM BEACH LAKES BOULEVARD
SUITE 800 • P.O. BOX 2566
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (407) 689-6700
DIRECT LINE FROM MIAMI 947-2026
FACSIMILE (407) 689-2047

October 7, 1996

Via Federal Express

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Luster Leaf Products, Inc.
Our File No.: 3875-0000-00

Dear Sir or Madam:

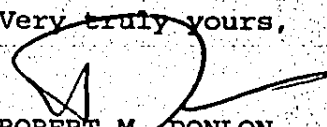
On behalf of Luster Leaf Products, Inc., I enclose herewith the following:

1. completed Transmittal Letter;
2. Application for Foreign Corporation for Authorization to Transact Business in Florida;
3. original Certificate of Existence from the State of Illinois; and
4. check for registration fee in the amount of \$70.00.

Kindly process the enclosed application and provide the undersigned with a letter of acknowledgement.

Thank you for your attention to this matter.

Very truly yours,


ROBERT M. DONLON

RMD/ga

Enclosure

cc: Francis X. Gosser, Esq.
Larry L. Holbein

**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. LUSTER LEAF PRODUCTS, 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. ILLINOIS
(State or country under the law of which it is incorporated)
3. 58-0912963
(FBI number, if applicable)
4. February 22, 1980
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. LUSTER LEAF PRODUCTS, INC.
c/o ROBERT M. DONLON
Walton, Lantaff, Schroeder & Carson
United National Bank Tower
1645 Palm Beach Lakes Boulevard, Suite 800
P.O. Box 2966 (Current mailing address)
West Palm Beach, FL 33401
8. See attached sheet
(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: ROBERT M. DONLON
Walton, Lantaff, Schroeder & Carson
United National Bank Tower
Office Address: 1645 Palm Beach Lakes Boulevard, Suite 800
P.O. Box 2966
West Palm Beach, Florida, 33401
(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)
ROBERT M. DONLON

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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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)

Director:

Chairman: LARRY L. HOLBEIN

Address: 2220 Techcourt
Woodstock, IL 60098

Vice Chairman: -----

Address: -----

Director: REX W. GRIMES

Address: 2220 Techcourt
Woodstock, IL 60098

Director: CAROL TOMAS HOLBEIN

Address: 2220 Techcourt
Woodstock, IL 60098

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

President: LARRY L. HOLBEIN

Address: 2220 Techcourt
Woodstock, IL 60098

Vice President: Not Applicable

Address: -----

Secretary: MARGARET GODFREY

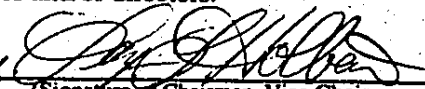
Address: 2220 Techcourt
Woodstock, IL 60098

Treasurer: CAROL TOMAS HOLBEIN

Address: 2220 Techcourt
Woodstock, IL 60098

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

13. X


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

14. LARRY L. HOLBEIN, President

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACTION BUSINESS IN FLORIDA

8. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida).

To carry on a general mercantile, manufacturing, industrial, investing and trading business dealing in fertilizers, insecticides, and other gardening and nursery products of all kinds and descriptions, and to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, any and all products, equipment, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal and mixed property of any and all kinds, together with the components, regultants, and by-products thereof; and to do all and everything necessary, convenient, suitable or proper for, or in connection with, or incident to, the accomplishment of any of the purposes herein enumerated or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties.

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File Number 5197-878-1



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **LUSTER LEAF PRODUCTS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 22, 1980, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*******

9
JUN 22 1980
DIVISION OF STATE REGISTRATIONS



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 25TH
day of SEPTEMBER A.D., 19 96

George H. Ryan
SECRETARY OF STATE