

F96000006272

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

600001996826--6
-11/05/96--01174--013
*****78.75 *****78.75

SUBJECT: ALWYN COMPANY, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W96-23536

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:

Sharon Hancock
(Name of Person)
ALWYN COMPANY, INC.
(Firm/Company)
P.O. Box 940
(Address)
Mankato, Minnesota 56002
(City, State and Zip Code)

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

Sharon Hancock at (800) 926 - 5999
(Name of Person) Area Code & Daytime Telephone Number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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

F96-6272

OPPENHEIMER WOLFF & DONNELLY

Plaza VII
45 South Seventh Street
Suite 3400
Minneapolis, MN 55402-1609

(612) 344-9300
FAX (612) 344-9376

Direct Dial: 612-344-9475

November 27, 1996

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

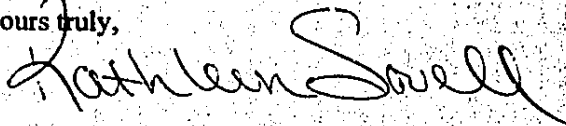
Re: **ALWYN COMPANY, INC.**
Your ref. no. W96000023536

Dear Mr. Rivers:

Enclosed is the signed Resolution of the Board of Directors adopting the name "ALWYN COMPANY, INC. OF MINNESOTA" for use in the State of Florida.

Also enclosed is an amended page 2 of the Application by Foreign Corporation for Authorization to Transact Business in Florida. We amended this page to list the Director of the Board. Please attach this corrected page to the application on on file.

Yours truly,



Kathleen Sovell
Paralegal

Enclosure

Brussels

Chicago

Detroit

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

November 6, 1996

SHARON HANCOCK
ALWYN COMPANY, INC.
PO BOX 940
MANKATO, MN 56002

SUBJECT: ALWYN COMPANY, INC.
Ref. Number: W96000023536

We have received your document for ALWYN COMPANY, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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: 896A00050893

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Sharon Hancock, do hereby certify
(Name)

that this Resolution of the Board of Directors of ALWYN COMPANY, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Minnesota

was duly adopted on November 22,

19 96

Be it resolved, that ALWYN COMPANY, INC.

(Corporate Name)

organized and existing in the State of Minnesota, hereby adopts the name

ALWYN COMPANY, INC. OF MINNESOTA

for use in Florida.

Dated: 11-22-96

Sharon Hancock

Signature of either Chairman, Vice Chairman or any officer

Sharon Hancock, President

Type or print name

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DIVISION OF CORPORATIONS
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**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. ALWYN COMPANY, 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. Minnesota 3. 41 131 3601
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/12/77 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 2, 1996 hired first employee to address Florida market -
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.) upon qualification)
7. P.O. Box 940
Mankato, Minnesota 56002
(Current mailing address)
8. Selling product to distributors, pharmacies, golf courses and marinas
(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 System

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.

Lusep J. Wanner, Asst VP
(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: Maurice A. Sween

Address: Highway 60 East

Lake Crystal, Minnesota 56055

Vice Chairman: _____

Address: _____

Director: Maurice A. Sween

Address: Highway 60 East

Lake Crystal, Minnesota 56055

Director: _____

Address: _____

B. OFFICERS

President: Sharon Hancock

Address: Highway 60 East

Lake Crystal, Minnesota 56055

Vice President: Larry Hancock

Address: Highway 60 East

Lake Crystal, Minnesota 56055

Secretary: Allen Klinkner

Address: Highway 60 East

Lake Crystal, Minnesota 56055

Treasurer: Allen Klinkner

Address: Highway 60 East

Lake Crystal, Minnesota 56055

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

13.

Sharon Hancock

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

14.

Sharon Hancock, President

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

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

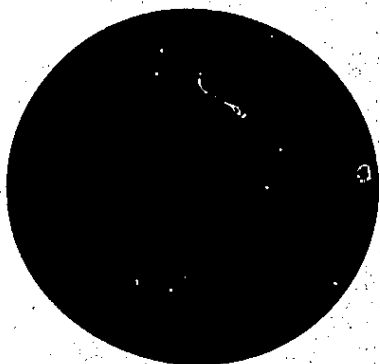
Name: ALWYN COMPANY, INC.

Date Formed: 08/12/1977

Chapter Governed By: 302A

This certificate has been issued on 10/16/96.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Joan Anderson Grove
Secretary of State.