

SOLOMON & BENEDICT, P. A.

3000 NATIONSBANK PLAZA
400 NORTH ASHLEY DRIVE
TAMPA, FLORIDA 33602-4300

MELODY E. ALTMAN
BETSY L. BENEDICT
JOHN E. BOOTH
TEMPLE H. DRUMMOND

TELEPHONE (813) 225-1818
TELECOPIER (813) 225-1050

STANFORD R. SOLOMON
HENRY T. SORENSEN II
JENNIFER M. TOBIN
KELL C. WILLIAMS III

January 20, 1998

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

600002409336--5
-01/22/98-01114-001
*****70.00 *****70.00

W98-1596

Re: Application by Foreign Corporation for Authorization to Transact
Business in Florida for Trace Air International, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and a photocopy of the properly executed Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$70.00, made payable to the Florida Secretary of State, for the filing fees.

Please return the "Filed" copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely,

SOLOMON & BENEDICT, P.A.

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
98 FEB -3 AM 8:22

By: Temple H. Drummond
Temple H. Drummond

2/3

THD/aeb
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

January 23, 1998

SOLOMON & BENEDICT, P.A.
3000 NATIONSBANK PLAZA
400 NORTH ASHLEY DRIVE
TAMPA, FL 33602-4300

SUBJECT: TRACE AIR INTERNATIONAL, INC.
Ref. Number: W98000001596

We have received your document for TRACE AIR INTERNATIONAL, INC. 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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00003832

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DIVISION OF CORPORATIONS

08 FEB - 3 AM 8:22

**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. Trace Air International, 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 3. 36-391-3467
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02-18-93 5. Perpetual
(Date of incorporation) (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. 3336 W. Capitol Drive
Milwaukee, WI 53216
(Current mailing address)

8. to transact all lawful business under Illinois Business Corporation Act
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Stanford R. Solomon/Solomon & Benedict, P.A.
3000 Nationsbank Plaza

Office Address: 400 N. Ashley Drive
Tampa, Florida, 33602-4300
(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.

Stanford R. Solomon
(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: William D. Morales

Address: 3336 W. Capitol Drive

Milwaukee, WI 53216

Director: N/A

Address: _____

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

President: William D. Morales

Address: 3336 W. Capitol Drive

Milwaukee, WI 53216

Vice President: N/A

Address: _____

Secretary: William D. Morales

Address: 3336 W. Capitol Drive

Crystal Lake, IL 60014

Treasurer: William D. Morales

Address: 3336 W. Capitol Drive

Milwaukee, WI 53216

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

13. W.D. Morales

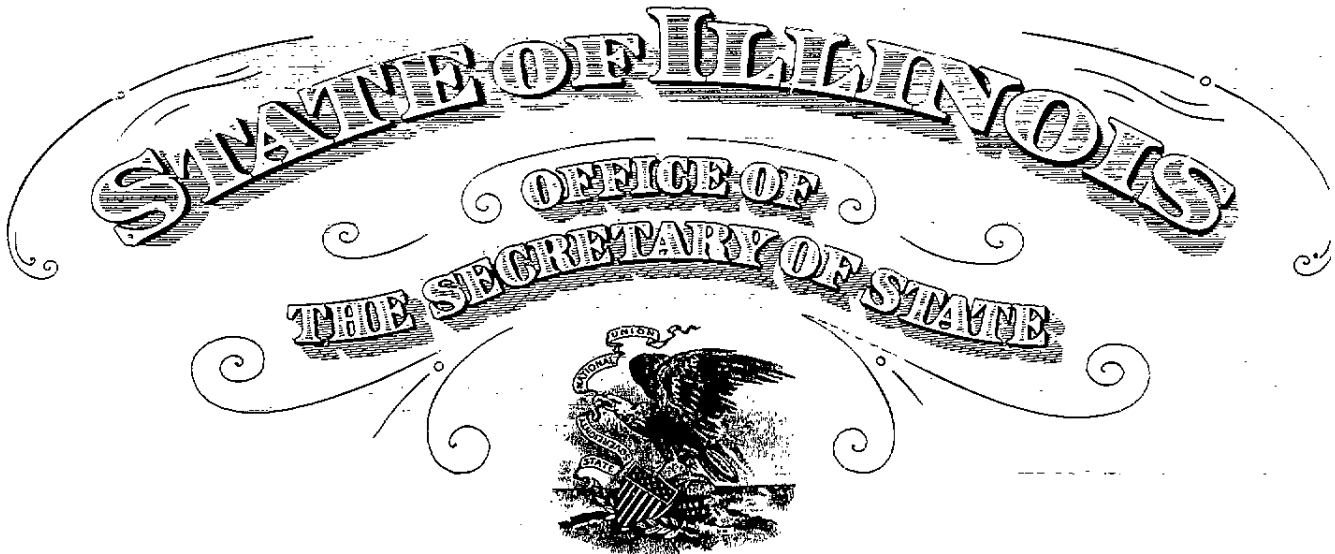
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William D. Morales

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 8:22

File Number 5718-988-6



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 **TRACE AIR INTERNATIONAL, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 18, 1993, 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 ON THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*******

98 FEB -3
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 12TH day of JANUARY A.D., 19 98.

George H. Ryan
SECRETARY OF STATE