

F 980000000778

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: WILLOUGHBY INDUSTRIES, 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:

Nancy J. Fitch, Controller  
(Name of Person)  
Willoughby Industries, Inc.  
(Firm/Company)  
2210 W. Morris Street  
(Address)  
Indianapolis, IN 46221  
(City/State/Zip)

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

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-02/09/98-01127--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Nancy J. Fitch at ( 317 ) 638-2381  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

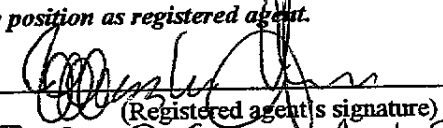
Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**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. WILLOUGHBY INDUSTRIES, 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. INDIANA  
(State or country under the law of which it is incorporated)
3. 35-1165446  
(FEI number, if applicable)
4. 9/16/69  
(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. 2210 West Morris Street  
Indianapolis, IN 46221  
(Current mailing address)
8. Development and manufacture of plumbing fixtures  
(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: CT Corporation System  
Office Address: 1200 South Pine Island Rd.  
Plantation, FL, 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.*

  
(Registered agent's signature)  
Jeffrey R. Graves, Asst. Secretary

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)**

Chairman: Timothy B. Willoughby

Address: 754 Balroyal Court

Indianapolis, IN 46234

Vice Chairman: Craig E. Alderson

Address: 1174 Cottonwood Court

Carmel, IN 46033

Director: Pamela W. Willoughby

Address: 754 Balroyal Court

Indianapolis, IN 46234

Director: Kathleen W. Alderson

Address: 1174 Cottonwood Court

Carmel, IN 46033

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

President: Timothy B. Willoughby

Address: 754 Balroyal Court

Indianapolis, IN 46234

Vice President: Craig E. Alderson

Address: 1174 Cottonwood Court

Carmel, IN 46033

Secretary: Pamela W. Willoughby

Address: 754 Balroyal Court

Indianapolis, IN 46234

Treasurer: Kathleen Alderson

Address: 1174 Cottonwood Court

Carmel, IN 46033

**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. Timothy B. Willoughby, Chairman and President  
(Typed or printed name and capacity of person signing application)

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

WILLOUGHBY INDUSTRIES INC

filed Articles of Incorporation on September 16, 1969, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

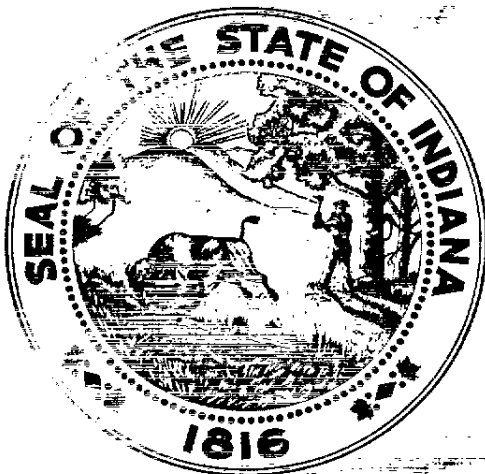
I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-seventh day of January, 1998.

*Sue Anne Gilroy*

SUE ANNE GILROY, Secretary of State



*LT*  
Deputy