

F98000000891

TRANSMITTAL LETTER

To: - Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MITCHELL Furniture Systems, 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:

Scott R. Berg

(Name of Person)

Mitchell Furniture Systems, Inc.

(Firm/Company)

PO Box 1156

(Address)

Milwaukee, WI 53201

(City/State/Zip)

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

600002406506--6
-01/21/98--01057--002
*****70.00 *****70.00

Scott R. Berg

(Name of Person)

at (414) 342-3111

(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

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 21, 1998

SCOTT R. BERG
MITCHELL FURNITURE SYSTEMS, INC.
PO BOX 1156
MILWAUKEE, WI 53201

SUBJECT: MITCHELL FURNITURE SYSTEMS, INC.
Ref. Number: W98000001453

We have received your document for MITCHELL FURNITURE SYSTEMS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 598A00003331

**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. Mitchell Furniture Systems, 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. Wisconsin
(State or country under the law of which it is incorporated)
3. 39-172-0095
(FEI number, if applicable)
4. 1992
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No direct sales to date.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. PO Box 1156
Milwaukee, WI 53201
(Current mailing address)
8. To sell cafeteria tables
(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: Bill Bolebruch
Office Address: 1320 Merrifield Court
Deltona, Florida, 32725
(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.

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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: Don Read

Address: 1700 West St. Paul Ave.

Milwaukee, WI 53233

Vice Chairman:

Address:

Director: Rick Read

Address: 1700 West St. Paul Ave.

Milwaukee, WI 53233

Director: Cindy Read

Address: 1700 West St. Paul Ave.

Milwaukee, WI 53233

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

President: Don Read

Address: 1700 West St. Paul Ave.

Milwaukee, WI 53233

Vice President: Russ Bonfiglio

Address: 1700 West St. Paul Ave.

Milwaukee, WI 53233

Secretary: Cindy Read

Address: 1700 West St. Paul Ave.

Milwaukee, WI 53233

Treasurer: Rick Read

Address: 1700 West St. Paul Ave.

Milwaukee, WI 53233

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. Russ Bonfiglio Vice President
(Typed or printed name and capacity of person signing application)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

MITCHELL FURNITURE SYSTEMS, INC.


is a domestic corporation organized under the laws of this state and that its date of incorporation is JANUARY 27, 1992.

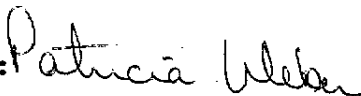
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I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on FEBRUARY 4, 1998.




Richard L. Dean, Secretary
Department of Financial Institutions

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.