

F980000001947

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: RYOBI OUTDOOR PRODUCTS, INC.  
(Name of corporation - must include suffix)

000002477020--8  
-04/02/98--01077--002  
\*\*\*\*122.50 \*\*\*\*122.50

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:

Mary W. Shellenberg, Esq.  
(Name of Person)  
Masuda, Funai, Eifert & Mitchell, Ltd.  
(Firm/Company)  
One East Wacker Drive, Suite 3200  
(Address)  
Chicago, IL 60601  
(City/State/Zip)

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

Mary W. Shellenberg, Esq. at ( 312 ) 245-7500  
(Name of Person) (Area Code & Daytime Telephone Number)

*mntu*  
*4/6*

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

*Lost Application  
it was originally  
submitted 12-1-97  
concerning dete mntu  
first transacted business*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 6, 1998

ANA G. BALDWIN  
RYOBI OUTDOOR PRODUCTS, INC.  
550 N. 54TH STREET  
CHANDLER, AZ 85226

SUBJECT: RYOBI OUTDOOR PRODUCTS, INC.  
Ref. Number: W98000000048

We have received your document for RYOBI OUTDOOR PRODUCTS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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: 698A00000064

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**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. RYOBI OUTDOOR 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. Delaware 3. 86-0389053  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 1, 1980 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 27, 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 550 North 54th Street  
Chandler, AZ 85226  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) General Corporation  
Law of Delaware

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

Name: C T Corporation System

Office Address: 1200 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.*

C T CORPORATION SYSTEM  
By: Anne Ed Diamond  
(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: SEE ATTACHMENT

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. James W. Chamberlain  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James W. Chamberlain, Secretary  
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA**

**RYOBI OUTDOOR PRODUCTS, INC.**

**12. Directors**

AKIO URAKAMI  
550 North 54th Street  
Chandler, AZ 85226

L. SINGH SUCHDEV  
550 North 54th Street  
Chandler, AZ 85226

ELMER L. CRIST  
550 North 54th Street  
Chandler, AZ 85226

**Officers**

Chairman of the Board

AKIO URAKAMI  
550 North 54th Street  
Chandler, AZ 85226

Executive Vice President -  
Chief Operating Officer

L. SINGH SUCHDEV  
550 North 54th Street  
Chandler, AZ 85226

Vice President

WALTER BENNETT  
550 North 54th Street  
Chandler, AZ 85226

Vice President

MARK KRECICKI  
550 North 54th Street  
Chandler, AZ 85226

Vice President

THOMAS McCALLISTER  
550 North 54th Street  
Chandler, AZ 85226

Secretary

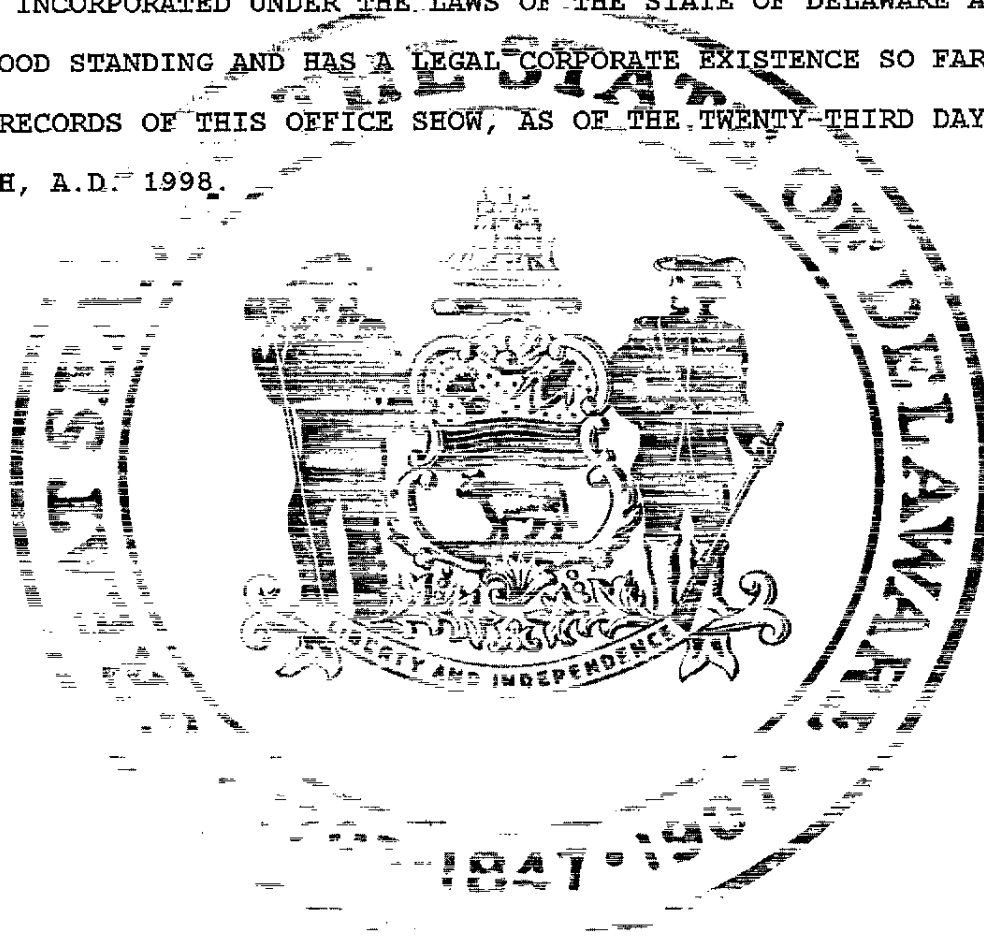
JAMES W. CHAMBERLAIN  
120 North LaSalle Street  
Suite 1410  
Chicago, IL 60602-2401

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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RYOBI OUTDOOR PRODUCTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MARCH, A.D. 1998.



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DIVISION OF REGISTRATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 03-23-98