

F98000002295

FILING COVER SHEET

REFERENCE: 0174.2255

DATE: 4-22-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

222-1173

Rothmar, Inc.

RECEIVED

98 APR 22 AM 10:55
DIVISION OF CORPORATION

TELEPHONE:

SUBJECT:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 2:18

STATE FEES PREPAID WITH CHECK # 11437 FOR \$ 1,272.50

000002496220-1
-04/22/98-01029-024
***1272.50 ***1272.50

PLEASE FILE:

- ARTICLES OF INC.
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- MERGER
- WITHDRAWAL
- QUALIFICATION
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- FICTITIOUS NAME
- LIMITED LIABILITY
- REINSTATEMENT
- TRADEMARK/SERVICE
- UCC-1
- UCC-3

PROVIDE US WITH:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- STAMPED COPY

Examiner's Initials

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Thomas H. Brenton, do hereby certify that this Resolution of the Board of Directors of ROTHMAR, INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on April 17, 1998.

RESOLVED, that Rothmar, Inc., organized and existing in the State of Delaware, hereby adopts the name of _____
Ryscot of Florida, Inc
for use in Florida.

Dated: April 17, 1998



Signature of at least one Director

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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. Rothmar 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. 98-0140211
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 20, 1992 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2-25-97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 20 Cutten Place
Guelph, Ontario N1G 4Z7
(Current mailing address)

8. any and all lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

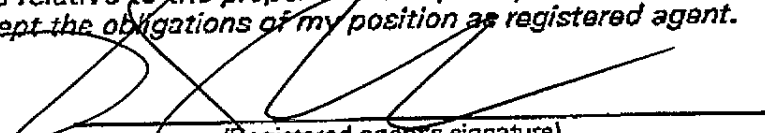
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9. Name and street address of Florida registered agent:

Name: Kurt E. Lee
Office Address: 240 South Pineapple Ave
10th Floor, Sarasota, Florida, 34236
(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)
Kurt E. Lee

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: Thomas H. Brenton

Address: 79 Cross Creek Blvd.
Guelph, Ontario

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Thomas H. Brenton

Address: 79 Cross Creek Blvd
Guelph, Ontario

Vice President: _____

Address: _____

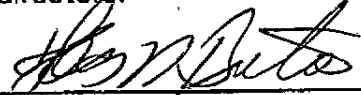
Secretary: Thomas H. Brenton

Address: 79 Cross Creek Blvd
Guelph, Ontario

Treasurer: _____

Address: _____

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. Thomas H. Brenton, President & Secretary
(Typed or printed name and capacity of person signing application)

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 "ROTHMAR 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 THIRTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 2:49



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9022912
DATE: 04-13-98