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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: FOLEY & LARDNER ACCT#: 072720000061
CONTACT: CAROLYN SNIDER
PHONE: (904)359-2000 FAX #: (904)359-8700

NAME: BROOKSMITH, INC.
AUDIT NUMBER.....H98000007811
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TALLAHASSEE FLORIDA

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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. BROOKSMITH, 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. 39-1923079
(FEI number, if applicable)
4. FEBRUARY 26, 1998
(Date of incorporation)
Upon Qualification
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o FOLEY & LARDNER, 777 E. WISCONSIN AVENUE
MILWAUKEE WISCONSIN 53202
(Current mailing address)

8. INVESTMENT
(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: F&L CORP
Office Address: 200 LAURA STREET
JACKSONVILLE, Florida, 32202
(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.

F&L Corp

Charles V. H. [Signature]

(Registered agent's signature) (Authorized Signatory)

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.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

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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: n/a

Address: _____

Vice Chairman: _____

Address: _____

Director: STEVEN B. SMITHAddress: 130 W. VINTAGE DRIVEMEQUON, WISCONSIN 53092Director: JULIE K. SMITHAddress: 130 W. VINTAGE DRIVEMEQUON, WISCONSIN 53092

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

President: STEVEN B. SMITHAddress: 130 W. VINTAGE DRIVEMEQUON, WISCONSIN 53092Vice President: n/a

Address: _____

Secretary: JULIE K. SMITHAddress: 130 W. VINTAGE DRIVEMEQUON, WISCONSIN 53092

Asst. Secretary

~~President~~ JOSEPH B. TYSON, JR.Address: FOLEY & LARDNER, 777 E. WISCONSIN AVE.MILWAUKEE, WISCONSIN 53202

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. _____

JOSEPH B. TYSON, JR. ASSISTANT SECRETARY

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

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United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

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

BROOKSMITH, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is February 26, 1998.

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I further certify that said corporation has not yet completed its initial report year and, accordingly, has not filed an annual report under sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes; and that said corporation has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on April 21, 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.