

F98000003097
HARDING, SHULTZ & DOWNS

A LAW PARTNERSHIP OF
PROFESSIONAL CORPORATIONS

800 LINCOLN SQUARE
121 SO. 13TH STREET
P.O. BOX 82028
LINCOLN, NE 68501-2028
402/434-3000 FAX 402/434-3030

***Please respond to
our Lincoln office***

ONE TABOR CENTER
1200 17TH STREET
SUITE 1950
DENVER, CO 80202-3357
303/629-0300 FAX 303/629-1429

May 13, 1998

53091-1

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

Re: ***PowerPick International, Inc.***

400002527044--4
-05/18/98--01049--001
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and a check in the amount of \$70 payable to the Florida Secretary of State are submitted to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tim O'Neill
Harding, Shultz & Downs
800 Lincoln Square
121 So. 13th Street
Lincoln, NE 68501-2028

W98-11338

If you need to call someone concerning this matter, please call the undersigned at (402) 434-3000. Thank you for your assistance.

Sincerely,

HARDING, SHULTZ & DOWNS

Tim O'Neill
Tim O'Neill

ht wh

cc: Mr. Rick Froehlich
TLO:jml
Enclosures
530910011032

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 3:30



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1998

TIM O'NEILL
HARDING, SHUTZ & DOWNS
PO BOX 82028
LINCOLN, NE 68501-2028

SUBJECT: POWERPICK INTERNATIONAL, INC.
Ref. Number: W98000011338

We have received your document for POWERPICK INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 998A00027802

**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. PowerPick International, 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. Nebraska 3. 47-0779059
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 1, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
upon classification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5301 N. 57th Street
Lincoln, NE 68507
(Current mailing address)
8. Any lawful purpose.
(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 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.

James M. Hall
(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: Richard L. Froehlich

Address: 5301 N. 57th Street

Lincoln, NE 68507

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard L. Froehlich

Address: 5301 N. 57th Street

Lincoln, NE 68507

Vice President: Ralph P. Williams

Address: 5301 N. 57th Street

Lincoln, NE 68507

Secretary: Lynette K. Froehlich

Address: 5301 N. 57th Street

Lincoln, NE 68507

Treasurer: Richard L. Froehlich

Address: 5301 N. 57th Street

Lincoln, NE 68507

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. _____

Richard L. Froehlich, President

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

STATE OF

NEBRASKA

United States of America,
State of Nebraska

} ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby
certify;

POWERPICK INTERNATIONAL, INC.

was duly incorporated under the laws of this state on June 1, 1994,
and do further certify that no occupation taxes assessed are unpaid
and no annual reports are delinquent; articles of dissolution have
not been filed; and said corporation is in existence as of the date
of this certificate.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 3:30

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on May 7
in the year of our Lord, one thousand
nine hundred and ninety-eight.



Scott Moore

SECRETARY OF STATE