

F 98000003268
CPI of Tennessee Inc.

May 27, 1998

S.O.S.

~~Corporation Service Company~~
~~1201 Hays Street~~
~~Tallahassee, Florida 32301~~

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-06/10/98--01016--001
*****78.75 *****78.75

Enclosed is an "Application by Foreign Corporation for Authorization to Transact Business in Florida" for CPI of Tennessee, Inc. We have recently contracted with your organization for representation as our Florida Registered Agent. The enclosed application requires the Registered agent's signature. Please sign where indicated and forward directly to the Florida Qualification/Tax Lien Section in the addressed, stamped envelope provided.

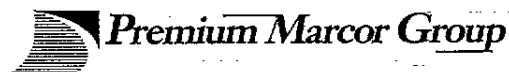
Please call me at (330)722-7974 if there should be any problem with this request. Thank you in advance for your prompt attention to this matter.

Sincerely,



William G. Thomas
Vice Pres. Finance

6/10
FILED
98 JUN 10 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA



TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CPI OF Tennessee, 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:

William G. Thomas

(Name of Person)

CPI Of Tennessee, Inc.

(Firm/Company)

190 Highland Drive

(Address)

Medina, OH 44256

(City/State/Zip)

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

William G. Thomas

(Name of Person)

at (330) 722-7974

(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

**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. CPI Of Tennessee, 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. 62-1450070
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-18-90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Expired June, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 190 Highland Drive
Medina, OH 44256
(Current mailing address)
8. To engage in any lawful act or activity for which Corporations may be
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) organized
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida, 32301
(Zip code)

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TALLAHASSEE FLORIDA

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.

Gail Shelby, as agent
(Registered agent's signature) GAIL SHELBY

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William A. Schoenstein

Address: 190 Highland Drive
Medina, OH 44256

Vice Chairman: Robert S. Zufra

Address: 190 Highland Drive
Medina, OH 44256

Director: Nancy Normile

Address: 190 Highland Drive
Medina, OH 44256

Director: William G. Thomas

Address: 190 Highland Drive
Medina, OH 44256

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TALLAHASSEE FLORIDA

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

President: Robert S. Zufra

Address: 190 Highland Drive
Medina, OH 44256

Vice President: Nancy Normile

Address: 190 Highland Drive
Medina, OH 44256

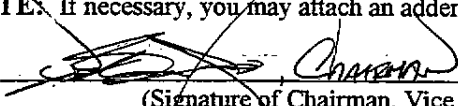
Secretary: William A. Schoenstein

Address: 190 Highland Drive
Medina, OH 44256

Treasurer: William G. Thomas

Address: 190 Highland Drive
Medina, OH 44256

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. William A. Schoenstein

(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 "CPI OF TENNESSEE, 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-EIGHTH DAY OF MAY, A.D. 1998.

FILED
98 JUN 10 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9106675

DATE:

05-28-98