

F98000004129

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: QAL PRECISION PRODUCTS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-07/20/98--01066--002
*****78.75 *****78.75

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:

LARRY S. SEVERSON, ESQ.

(Name of Person)

SEVERSON, SHELDON, DOUGHERTY & MOLENDIA, P.A.

(Firm/Company)

7300 West 147th Street, Suite 600

(Address)

Apple Valley, Minnesota 55124

(City/State/Zip)

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

LARRY S. SEVERSON

(Name of Person)

at (612) 432-3136

(Area Code & Daytime Telephone Number)

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98 JUL 20 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

dy 7/21/98

LARRY S. SEVERSON
JAMES F. SHELDON
MICHAEL G. DOUGHERTY*
MICHAEL E. MOLENDAT
LOREN M. SOLFEST*‡
SHARON K. HILLS

**SEVERSON, SHELDON,
DOUGHERTY & MOLENDAT, P.A.**

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 600
7300 WEST 147TH STREET
APPLE VALLEY, MINNESOTA 55124-7580
(612) 432-3136

TELEFAX NUMBER 432-3780

ROBERT B. BAUER
CHRISTOPHER A. GROVE
GERALD (JUD) E. DeLOSS
RICHARD L. BAUM
TERRENCE A. MERRITT

July 10, 1998

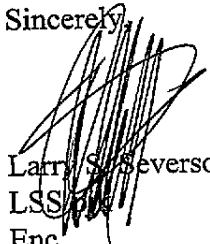
Secretary of State
Qualifications/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: QA1 Precision Products, Inc.
Our file #: 590-15910

Dear Sir or Madam:

Please find enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida together with our check in the amount of \$78.75 for the registration fee and a Certificate of Status. If you have questions in respect to the Application or this request, please be in contact with the undersigned.

Sincerely,


Larry S. Severson
LSS/JS
Enc.

cc: James H. Jordan, President, QA1 Precision Products, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. QAI Precision 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. Minnesota

(State or country under the law of which it is incorporated)

3. 41-1764634

(FEI number, if applicable)

4. November 19, 1993

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 1998

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

7. 21730 Hanover Avenue, Lakeville, Minnesota 55044

(Current mailing address)

The corporation has purchased the assets of Hal-Pro Active Components, Inc. and will continue the business as a division of the corporation.

8. _____

(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: Harcourt A. Lees

Office Address: 7377 Southwest 48th Avenue

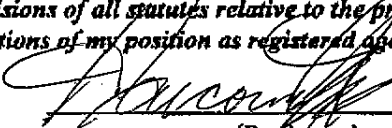
Palm City

Florida, 34990

(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)

Harcourt A. Lees

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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TALLAHASSEE, FLORIDA

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: James H. Jordan

Address: 13819 Grothe Circle

Apple Valley, Minnesota 55124

Director: Christina L. King

Address: 13312 Huntington Drive

Apple Valley, Minnesota 55124

Director: Steven E. Sowieja

Address: 3100 - 225th Street Southwest

Farmington, Minnesota 55024

Director: Larry S. Severson

Address: 14700 Dory Court

Apple Valley, Minnesota 55124

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

President: James H. Jordan

Address: 13819 Grothe Circle

Apple Valley, Minnesota 55124

Vice President: Christina L. King

Address: 13312 Huntington Drive

Apple Valley, Minnesota 55124

Secretary: Larry S. Severson

Address: 14700 Dory Court

Apple Valley, Minnesota 55124

Treasurer: James H. Jordan

Address: 13819 Grothe Circle

Apple Valley, Minnesota 55124

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. Larry S. Severson, Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

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TALLAHASSEE, FLORIDA

Certificate of Good Standing

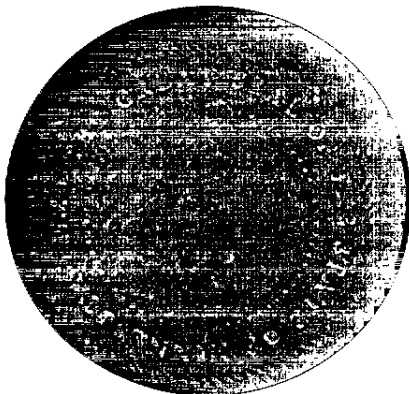
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: QA1 PRECISION PRODUCTS, INC.

Date Formed: 11/19/1993

Chapter Governed By: 302A

This certificate has been issued on 07/09/98.



Joan Anderson Growe
Secretary of State.