

F98000005161
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cross Sales and Engineering Company
(Name of corporation - must include suffix)

200002605932--7
-08/03/98--01114--003
*****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 check are submitted to register the above referenced foreign corporation to
transact business in Florida.

W98-17895

Please return all correspondence concerning this matter to the following:

Jerry Bohnsack
(Name of Person)
Cross Sales and Engineering Company
(Firm/Company)
P.O. Box 18508
(Address)
Greensboro, NC 27419
(City/State/Zip)

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DIVISION OF CORPORATIONS
98 SEP 15 AM 11:05

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*****650.00 *****650.00

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

Jerry Bohnsack at (336) 856-6000
(Name of Person) (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

Wendy Park: (336) 274-2519



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1998

JERRY BOHNSACK
CROSS SALES AND ENGINEERING COMPANY
PO BOX 18508
GREENSBORO, NC 27419

SUBJECT: CROSS SALES AND ENGINEERING COMPANY
Ref. Number: W98000017895

We have received your document for CROSS SALES AND ENGINEERING COMPANY 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 document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A photocopy of the certificate of existence is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 098A00041187

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1998

JERRY BOHNSACK
CROSS SALES AND ENGINEERING COMPANY
PO BOX 18508
GREENSBORO, NC 27419

SUBJECT: CROSS SALES AND ENGINEERING COMPANY
Ref. Number: W98000017895

We have received your document for CROSS SALES AND ENGINEERING COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A photocopy of the certificate of existence is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00043120

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: September 14, 1998

RE: Cross Sales and Engineering Company, Inc.

Based on my review of the file and the payment received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1997 of \$150.00 and foreign non-qualified penalties of \$ 500.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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McGLADREY & PULLEN, LLP
 Certified Public Accountants and Consultants

RSM
 international

August 25, 1998

Michael Mays
 Florida Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Re: Cross Sales and Engineering Company
 Affidavit indicating erroneous information on
 Application to Conduct Business in the State of Florida

Dear Mr. Mays:

This affidavit is regarding an application to conduct business recently sent to the Florida Department of State by Cross Sales and Engineering Company. The date shown on the application as the date business was first conducted in the state of Florida was erroneously stated as May 13, 1993. An explanation of that date was attached to the application but we were asked to clarify that information. The correct date is December 4, 1997.

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 98 SEP 15 AM 11:06

On December 2, 1997, Motionex, Inc. was merged into Cross Sales and Engineering Company. Cross Sales and Engineering Company is the surviving corporation. Prior to 1997, Motionex, Inc. was a subsidiary of Cross Sales and Engineering. Motionex, Inc. was qualified to conduct business in the state of Florida as of May 13, 1993. Motionex, Inc. filed all annual reports and paid report fees from 1993 forward.

Cross Sales and Engineering Company did not transact any business in Florida until after the merger. Motionex, Inc. owned personal property in the state of Florida. As of the merger date, Cross became owner of that property. Business commenced in Florida by the combined entity on December 4, 1997.

Please contact me if you have any questions or need any additional information. Thank you for your assistance in this matter.

Sincerely,

Cross Sales and Engineering Company,

Jerry Bohnsack

230 North Elm Street, Suite 1100
 P.O. Box 2470
 Greensboro, North Carolina 27402-2470
 (336) 273-4461 FAX (336) 274-2519

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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. Cross Sales and Engineering Company
(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. North Carolina 3. 56-060094
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/30/54 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/13/93 - see attached Statement 1
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 18508
Greensboro, NC 27419
(Current mailing address)

8. Distributor of fluid power products
(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: Todd Carlson

Office Address: 300 Whooping loop, Suite 1166
Altamonte Springs, Florida, 32701
(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.

Todd Carlson
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: William S. Cross III

Address: 4400 Piedmont Parkway
Greensboro, NC 27410

Vice President: Ronald Moore and Nolan Atwood

Address: 4400 Piedmont Parkway
Greensboro, NC 27410

Secretary: Patricia Cross

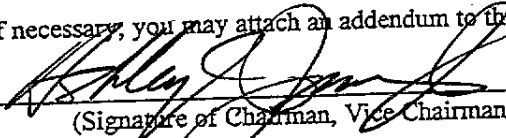
Address: 4400 Piedmont Parkway
Greensboro, NC 27410

Treasurer: Ashley James

Address: 4400 Piedmont Parkway
Greensboro, NC 27410

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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. Ashley S. James Jr.
(Typed or printed name and capacity of person signing application)

Explanation of Date First Transacted Business in Florida

Cross Sales and Engineering Company
EIN: 56-0600094

On December 2, 1997, Motionex, Inc., EIN 56-1608479 was merged with Cross Sales and Engineering Company. Cross Sales and Engineering Company was the surviving corporation. Motionex, Inc. is a North Carolina corporation and received authorization to transact business in the state of Florida on May 13, 1993. Cross Sales and Engineering Company has Florida sales through Motionex, Inc. as of the date of the merger. An application for withdrawal is being filed for Motionex, Inc.

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98 SEP 15 AM 11:06

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

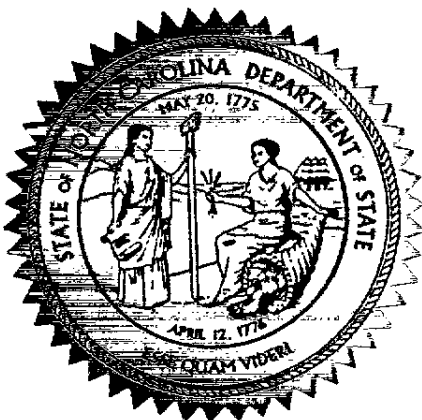
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

CROSS SALES AND ENGINEERING COMPANY

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 30th day of December, 1954, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 8th day of June, 1998.

Elaine F. Marshall

Secretary of State