

F980000006076

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Kisters, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002677801--8
-11/02/98--01077--007
*****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:

Mr. John R.S. Brooking, Attorney-at-Law
(Name of Person)
Adams, Brooking, Stepner, Woltermann & Dusing
(Firm/Company)
40 W. Pike Street
(Address)
Covington, Kentucky 41011
(City/State/Zip)

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

John R.S. Brooking at (606) 291-7270
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|---|---|---|

**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. Kisters, 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. Kentucky 3. 61-1149049
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 8, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 2, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Florida - 4100 U.S. Highway #1, Edgewater, FL 32141
Kentucky - 1405 Jamike Drive, Suite 8, Erlanger, KY 41018
(Current mailing address)

8. Manufacturing of shrink wrap machines and related 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)

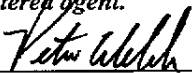
Name: Peter Welch

Office Address: 4100 U.S. Highway #1 South

Edgewater, Florida, 32141
(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)

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)

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

Chairman: Jean Marti

Address: D-47533 Kleve, Germany

Boschstratse 1-3

Director: John R.S. Brooking

Address: 233 Chambers Road

Walton, Kentucky 41094

Director: C. Andrew Neagle

Address: 3044 Belle Meade Lane

Edgewood, Kentucky 41017

Director: Winfried Groetschel

Address: D-47533 Kleve, Germany

Boschstratse 1-3

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

President: C. Andrew Neagle

Address: 3044 Belle Meade Lane

Edgewood, Kentucky 41017

Vice President: John R.S. Brooking

Address: 233 Chambers Road

Walton, Kentucky 41094

Secretary: John R.S. Brooking

Address: 233 Chambers Road

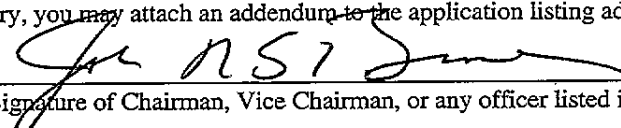
Walton, Kentucky 41094

Treasurer: Brent McClellan

Address: 11905 Foxgate Way

Loveland, Ohio 45140

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. John R.S. Brooking, Vice President & Secretary, Kisters, Inc.

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

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John Y. Brown III
Secretary of State

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

KISTERS, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is December 8, 1988 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 29th day of October, 1998.

John Y. Brown, III
JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

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