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F98000006430

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

200002695572--2
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*****70.00 *****70.00

9/11/94

Talbot Holdings, Ltd, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Pick Up | |
| <input type="checkbox"/> Call When Ready | | |
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Thanks, Melanie ☺

NOV 24 1998

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. TALBOT HOLDINGS, LTD, 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

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

3. 25-1669807

(FEI number, if applicable)

4. October 24, 1991

(Date of incorporation)

5. Perpetual

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

6. NOW QUALIFYING

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 6030 CAREY DRIVE, VALLEY VIEW, Ohio 44125-4218

(Current mailing address)

8. To manufacture, sell and promote industrial consumable products.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Carol Record

(Registered agent's signature) (Officer)

Carol Record, Asst. Sec'y

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

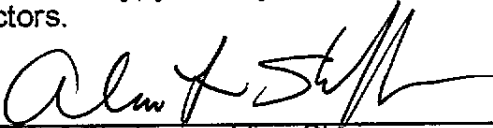
Address: _____

Treasurer: _____

Address: _____

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. _____

Alan L. Shaffer, Vice-Chairman of the Board

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

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Officers of Talbot Holdings, Ltd.

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
James R. Christie	Chairman of the Board	31700 Research Park Drive, Madison Heights, MI 48071
Alan L. Shaffer	Vice-Chairman of the Board	4701 Marburg Avenue Cincinnati, OH 45209
Robert C. McKee	President	6030 Carey Drive Valley View, OH 44125
David R. Dickey	Treasurer	4701 Marburg Avenue Cincinnati, OH 45209
Robert P. Lienesch	Asst. Treasurer & Asst. Secretary	4701 Marburg Avenue Cincinnati, OH 45209
Wayne F. Taylor	Secretary	4701 Marburg Avenue Cincinnati, OH 45209
David L. Prewitt	Chief Tax Officer	4701 Marburg Avenue Cincinnati, OH 45209
Thomas A. Smith	Tax Officer	4701 Marburg Avenue Cincinnati, OH 45209

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Directors of Talbot Holdings, Ltd.

<u>Name</u>	<u>Business Address</u>
James R. Christie	31700 Research Park Drive, Madison Heights, MI 48071
Alan L. Shaffer	4701 Marburg Avenue Cincinnati, OH 45209

State of Delaware
Office of the Secretary of State


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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALBOT HOLDINGS, LTD." 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2277001 8300

DATE: 9411473

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11-18-98

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