

F99'0000002982



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 259370 4812402

AUTHORIZATION :

Patricia Pujant

COST LIMIT : \$ 70.00

ORDER DATE : June 1, 1999

ORDER TIME : 11:22 AM

ORDER NO. : 259370-005

500002896795--3

CUSTOMER NO: 4812402

CUSTOMER: Gregory J. Dziak, Legal Asst
Calfee, Halter & Griswold LLP
1400 McDonald Investment Ctr.
800 Superior Avenue
Cleveland, OH 44114-2688

FOREIGN FILINGS

NAME: TREMCO INCORPORATED

W99-13186

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

AL JUN 11 1999

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DIVISION OF CORPORATIONS
99 JUN 10 PM 12:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32311



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 7, 1999

CSC

SUBJECT: TREMCO INCORPORATED
Ref. Number: W99000013186

We have received your document for TREMCO INCORPORATED and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

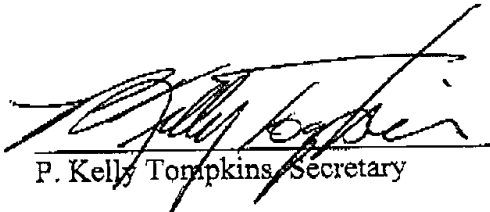
Letter Number: 699A00030729

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P. Kelly Tompkins, Secretary of Tremco Incorporated, a corporation duly organized under the laws of the State of Ohio, does hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of said corporation by written action without a meeting on June 2, 1999:

RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the Corporation's name is not available for corporate use in the State of Florida, the Corporation adopt the alternate name Tremco Incorporated of Ohio for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that the Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause the Corporation to use the said alternate name in the transaction of business in the State of Florida.



P. Kelly Tompkins, Secretary

**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. Tremco Incorporated
(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. Ohio 3. 34-1313658
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 21, 1980 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3735 Green Road
Beachwood, Ohio 44122
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be formed under the Ohio General Corporation Law.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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.

Corporation Service Company
By: Maureen Cullen
(Registered agent's signature)

Maureen Cullen, Asst. Vice President

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: James A. Karman

Address: 2628 Pearl Road

Medina, Ohio 44258

Vice Chairman: _____

Address: _____

Director: John H. Morris

Address: 2628 Pearl Road

Medina, Ohio 44258

Director: Jeffrey L. Korach

Address: 3735 Green Road

Beachwood, Ohio 44122

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

President: Jeffrey L. Korach

Address: 3735 Green Road

Beachwood, Ohio 44122

Vice President: Michael Drumm

Address: 3735 Green Road

Beachwood, Ohio 44122

Secretary: P. Kelly Tompkins

Address: 2628 Pearl Road

Medina, Ohio 44258

Treasurer: Michael Drumm

Address: 3735 Green Road

Beachwood, Ohio 44122

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. P. Kelly Tompkins, Secretary

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

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**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show TREMCO INCORPORATED, an Ohio corporation, Charter No. 555073, having its principal location in Cleveland, County of Cuyahoga, was incorporated on May 21, 1980 and is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official

seal at Columbus, Ohio on

June 3, 1999

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State

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