



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000004751

ACCOUNT NO. : 072100000032

REFERENCE : 371107 4304512

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : September 10, 1999

ORDER TIME : 11:55 AM

ORDER NO. : 371107-005

CUSTOMER NO: 4304512

CUSTOMER: Ms. Juliana V. Campagna  
Sidley & Austin  
One First National Plaza

Chicago, IL 60603

000002985350--4

FOREIGN FILINGS

NAME: DUO-AIRE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED  
SECRETARY OF CORPORATIONS  
99 SEP 13 AM 9:58

*899170045092*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 SEP 13 PM 1:29 SEP 13 AM 11:33

RECEIVED  
SECRETARY OF CORPORATIONS

*3K  
9/13/99*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 13, 1999

JANINE LAZZARINI  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: DUO-AIRE, INC.  
Ref. Number: W99000021045

**RESUBMIT**  
Please give original  
submission date as file date  
SEP 13 AM 11:33  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

We have received your document for DUO-AIRE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The Registered Agent -- CSC -- must sign the acceptance statement in Item 10.,

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 899A00045092

**RECEIVED**  
99 SEP 14 PM 3:05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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.*

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SECRETARY OF CORPORATIONS  
SEP 13 AM 11:33

1. Duo-Aire, 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. 36-4313805

(FEI number, if applicable)

4. August 24, 1999

(Date of incorporation)

5. perpetual

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

6. 8-30-99

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

7. 527 Recker Highway

Auburndale, FL 33823

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporate Law of Delaware, as amended.

(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: Corporaton Service Company

Office Address: 1201 Hays St.

Tallahassee, Florida 32301

(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.*

Laura R. Dunlap  
(Registered agent's signature)

**Laura R. Dunlap**  
as its agent

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: Lew Burns

Address: 301 South Second Street

West Dundee, IL 60118

Vice Chairman: Lynn Bay

Address: 520 South Coldwater Road

Weidman, MI 48893

Director: William Caton

Address: 405 East Park Street

Yorkville, IL 60560

Director: Gary Smith

Address: 6080 North 31st Street

Richland, MI 49083

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

President: Gary Smith

Address: 6080 North 31st Street

Richland, MI 49083

Vice President: Lynn Bay

Address: 520 South Coldwater Road

Weidman, MI 48893

Secretary: Robert Scheuer

Address: 675 Tollgate Rd., Suite N

Elgin, IL 60123

Treasurer: Robert Neering

Address: 520 South Coldwater Road

Weidman, MI 48893

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert Neering  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Neering, Treasurer and Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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Addendum to 12.B.

Vice-President: William Caton  
405 E. Park Street  
Yorkville, IL 60560

Vice-President: Gary Smith  
6080 North 31st Street  
Richland, MI 49083

Vice-President: Bruce Lago  
1227 Royce Avenue  
Kalamazoo, MI 49001

Assistant Secretary: Robert Neering  
520 South Coldwater Road  
Weidman, MI 48893

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DIVISION OF CORPORATIONS  
99 SEP 13 AM 11:33

State of Delaware  
Office of the Secretary of State

PAGE 1

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STATE  
SECRETARY OF  
DEPARTMENT OF  
CORPORATIONS  
99 SEP 13 AM 11:33

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUO-AIRE, INC." 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 TENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

3081239 8300

DATE: 9964964

991379269

09-10-99