

F990000005442

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

800002913208--3
-10/22/99--01080--001
***1150.00 ***1150.00

800002913208--3
-06/23/99--01049--016
*****78.75 *****78.75

CORPORATION(S) NAME

School Specialty, Inc.

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 22 PM 3:58

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Name _____
Availability _____
Document 01
Examiner 01
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/23/99

10/22

~~11/99~~
~~11/645~~
F99-
5442

99 JUN 23 AM 11:25

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 23, 1999

CT CORPORATION

TALLAHASSEE, FL

SUBJECT: SCHOOL SPECIALTY, INC.
Ref. Number: W99000014645

We have received your document for SCHOOL SPECIALTY, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 099A00033458

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 30, 1999

DONALD J. NOSKOWIAK
SCHOOL SPECIALTY, INC.
P.O. BOX 1579
APPLETON, WI 54913-1579

SUBJECT: SCHOOL SPECIALTY, INC.
Ref. Number: W99000014645

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SCHOOL SPECIALTY, INC..

The referenced application states that the corporation has transacted business in the State of Florida since August 17, 1998. You were notified by letter dated June 23, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 399A00047748

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. School Specialty, 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 3. 39-0971239
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/10/98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8/17/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. P.O. Box 1579
Appleton, WI 54913-1579
(Current mailing address)

8. Selling school supplies
(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:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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)

Francis P. Regan
Assistant Secretary

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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TALLAHASSEE, FLORIDA

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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

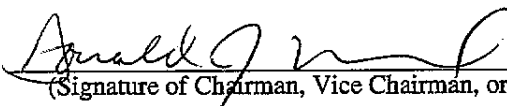
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Donald J. Noskowiak, Executive Vice-President & CEO
(Typed or printed name and capacity of person signing application)

OFFICERS & DIRECTORS OF SCHOOL SPECIALTY INC.

DANIEL P. SPALDING

Chairman & CEO
1000 N. Bluemound Drive
PO Box 1579
Appleton WI 54913
920/882-5601
920/734-6276 fax
dspalding@ss-mail.com

DAVID J. VANDER ZANDEN

President, COO & Director
1000 N. Bluemound Drive
PO Box 1579
Appleton WI 54913
920/882-5602
920/734-6276 fax
dvanderzanden@ss-mail.com

ROCHELLE LAMM WALLACH

Director
4686 North Lake Drive
Milwaukee WI 53211
414/961-7776
414/961-9699 fax
rochelle_lamm@lwcompanies.com

JONATHAN J. LEDECKY

Director
800 Connecticut Ave NW, Suite 1111
Washington DC 20006
202/261-6001
202/261-6020 fax
jledecky@buyr.com

LEO C. MCKENNA

Director
32 South Main Street
Hanover NH 03755
603/643-9000
603/643-1467 fax
leomckenna@compuserve.com

JERRY M. POOL

Director
494 NW Skyline Crest Road
Portland, OR 97229
503/292-2858
503/ 203-8306
JPOOL@prodigy.net

JOSEPH F. FRANZOI IV

Secretary
514 Racine Street
Menasha WI 54952
920/725-3916
920/725-0998 fax
jffiv@sitegen.net

DONALD J. NOSKOWIAK

Treasurer
1000 N. Bluemound Drive
PO Box 1579
Appleton WI 54913
920/882-5605
920/734-6276 fax
dnoskowiak@ss-mail.com

KAREN A. RICHING

Assistant Secretary
1000 N. Bluemound Drive
PO Box 1579
Appleton WI 54913
920/882-5604
920/734-6276 fax
kriching@ss-mail.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 1, 1999

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCHOOL SPECIALTY, 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 TWENTY-FIRST DAY OF JUNE, A.D. 1999.

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.



A handwritten signature in dark ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2855558 8300

991249523

AUTHENTICATION:

9817163

DATE:

06-21-99