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March 6, 1998

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VIA FEDERAL EXPRESS
Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: SBS Specialty Battery Division, LLC Application to Transact
Business in Florida
Our File No. 3766-201

Dear Sir or Madam:

Enclosed are the following documents for application to the State of
Florida for authorization of SBS Specialty Battery Division, LLC, a Wisconsin limited
liability company, to transact business in Florida:

1. Application by foreign limited liability company for authorization to transact business in Florida;
2. Affidavit of membership and contributions of foreign limited liability company;
3. Certificate of designation of registered agent/registered office;
4. Original certificate of status from the Wisconsin Department of Financial Institutions; and
5. Check in the amount of \$285 payable to Florida Department of State covering the necessary registration fees.

FILED
98 MAR 10 PM 3:35
SECRET
STATE

M98-240
CR 3-2

Document	Example
Updater	Example
Updater	Example
Verifier	Example
Acknowledgment	Example
W. P. Verifier	Example

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Florida Department of State

March 6, 1998

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If you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,



Steven M. Szymanski

SMS/mdh

Enclosures

cc: Mr. Scott Rubenzer
John P. Brady, Esq.

FILED
98 MAR 10 PM 3:35
RECEIVED
FLORIDA
DEPARTMENT OF STATE

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SBS Specialty Battery Division, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Wisconsin 3. 39-1922075
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 20, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. March 2, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 8751 Atlantic Boulevard, Jacksonville, FL 32211

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Storage Battery Systems, Inc.</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>N56 W13664 Silver Spring Drive</u>		<u></u>	
<u>Menomonee Falls, WI 53051</u>		<u></u>	
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of SBS Specialty
Battery Division, LLC certifies:

- 1) the above named limited liability company has ^{one} ~~at least two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Scott Rubenzer, President of Storage Battery Systems, Inc.

Typed or printed name of signee

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SBS Specialty Battery Division, LLC

2. The name and the Florida street address of the registered agent and office are:

Robert Calvert

(Name)

8751 Atlantic Boulevard

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville FL 32211

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert Calvert
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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98 MAY 9 PM 3:35
CLERK OF DISTRICT COURT
STATE OF FLORIDA

DFI/CCS/Corp
Fm 33 (DOM)
(7/96)

- Printed on Recycled Paper -

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

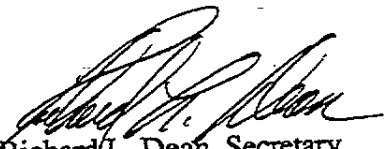
SBS SPECIALTY BATTERY DIVISION, LLC

is a domestic limited liability company organized under the laws of this state and that its date of organization is FEBRUARY 20, 1998.

I further certify that said company has not filed articles of dissolution with this department.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on MARCH 3, 1998.




Richard L. Dean, Secretary
Department of Financial Institutions

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.