

P14939

KOHLER

Feb. 18, 1998

F.E.I.N. NO. 39-0402810

Dear Sir or Madam:

We are enclosing the merger papers for Sterling Plumbing Group, Inc. merging into Kohler Co. on December 31, 1997, with the fee of \$5.00.

Sterling Plumbing Group, Inc. a subsidiary of Kohler Co., is included in the Florida Consolidated State Income Tax Return. All Annual Reports will be filed under Kohler Co. in 1998. We will be requesting an extension on the final 1997 return due accurate numbers will not be available until the federal return is filed on September 15, 1998.

If there are any other questions or concerns, please call me at Kohler Co. (920) 457-4441 ext. 7309.

Sincerely,



M. Peters

Department of State  
Division of Corporations  
P.O. Box 1500  
Tallahassee, FL 32302-1500

MP/ah

Enclosures

WB 2044134

Ext. 2275853595

FILED  
MAR 20 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 FEB 27 AM 8:  
DIVISION OF CORPORATIONS

700002464487-7  
-03/23/98-01007-007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

CORAP WITH

VS MAR 20 1998

Withdn.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 5, 1998

M. PETERS  
KOHLER CO.  
KOHLER, WI 53044

SUBJECT: KOHLER CO.  
Ref. Number: P33613

We have received your document for KOHLER CO. and check(s) totaling \$5.00. However, your check(s) and document are being returned for the following:

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. See the attached for fee information.

We are returning your check for \$5.00 to be replaced by one in the correct amount of \$35.00.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 998A00012155

**KOHLER**

*March 16, 1998*

**F.E.I.N. NO. 39-0402810**

**Dear Sir or Madam:**

*We are enclosing duplicates of the "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida" for Sterling Plumbing Group, Inc.; which merged into Kohler Co. on December 31, 1997; with the fee of \$43.75 which is for the filing fee and a Certificate of Status.*

*Sterling Plumbing Group, Inc. a subsidiary of Kohler Co., is included in the Florida Consolidated State Income Tax Return. All Annual Reports will be filed under Kohler Co. in 1998. We will be requesting an extension on the final 1997 return due accurate numbers will not be available until the federal return is filed on September 15, 1998.*

*If there are any other questions or concerns, please call me at Kohler Co. (920) 457-4441 ext. 7309.*

**Sincerely,**

*Michael Peters*

**M. Peters**

**Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314**

**MP/ah**

**Enclosures  
WB 2054459  
VX 5280**

**RECEIVED  
98 MAR 20 AM 9:19  
DIVISION OF CORPORATIONS**

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

Sterling Plumbing Group, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED  
98 MAR 20 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

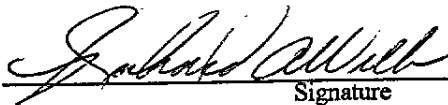
Kohler Co. Tax Department

(Mailing Address)

Kohler, WI 53044

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Treasurer

Title

R. A. Wells

Typed or printed name

3/16/98

Date