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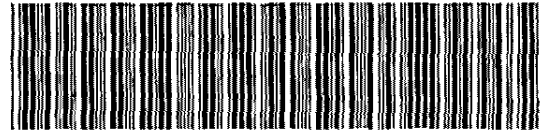
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 TELEX 226-418 WARCH 18 ODR
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DAVID A. WARNER
 1842 455
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 455-1800
 T. EGEL W. JUDD
 455-1421

July 3, 1990

Florida Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida 32314

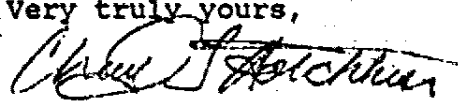
01/20/90--00045--011
 FOREIGN FILINGS
 REGISTERED AGENT-----+****5.00
 CHARTER FILING-----+****35.00
 TOTAL-----+****40.00

Re: Attwood Corporation

Dear Sir or Madam:

I have enclosed for filing on behalf of the above named corporation an Application for Authorization to Transact Business in Florida, a Good Standing Certificate from the State of Michigan, and a check in the amount of \$40 to cover the filing fee and registered agent designation.

Upon approval, the letter of acknowledgement should be returned to my attention. In the meantime, if there are any questions, please do not hesitate to contact me.

35
 5 RA
 Very truly yours,

 Cheryl L. Hotchkiss
 Legal Assistant

W05542

Name	Thielan
Availability	dec
Instrument	
Date	0001
U	ljm
Verlyer	Enclosures
Acknowledgment	COA
W. P. Verlyer	

David S. Fry

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WARNER, NORCROSS & JUDD

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July 16, 1990

Ms. Diane Cushing
Registration and Qualification
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Attwood Corporation; Reference: W05542

Dear Ms. Cushing:

Pursuant to our conversation, I have revised the application for certificate of authority for the above named corporation so that it is current with the new application of July 1990. Namely, the signature of the registered agent, CT Corporation System, has been obtained and the names of the signing officers have been typed underneath their respective signatures and titles.

Additionally, a check in the amount of \$30 has been enclosed. As the original check totalling \$40 was not returned to us, it is my understanding that it is in your possession.

The Certificate of Good Standing issued by the State of Michigan was also not returned to us, so we will again assume that you have retained it in your office.

If you have additional questions, please feel free to contact me or Brad Waide at (616)459-6121.

Very truly yours,

Cheryl L. Hotchkiss
Cheryl L. Hotchkiss
Legal Assistant

ljm



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

July 11, 1990

Cheryl L. Hotchkiss
Warner Norcross & Judd
111 Lyon St., NW, 900 Old Kent Bldg
Grand Rapids, MI 49503-2489

SUBJECT: ATTWOOD CORPORATION
Reference: W05542

We have received your document for ATTWOOD CORPORATION, and check(s) totaling \$40.00. However, the document has not been filed and is being retained in this office for the following:

The fees are: \$35 for the filing fee, \$35 for the registered agent fee, and \$52.50 for each certified copy requested.

There is a balance due of \$30.00.

The registered agent must sign accepting the designation.

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

If it is necessary to return this document to our office, please do so within the next 60 days or your filing will be considered abandoned.

If you have questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Document Examiner
Registration and Qualification

Florida Department of State, Jim Smith, Secretary of State

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Attwood Corporation
(Name of corporation adding the word "INCORPORATED", "COMPANY" or "CORPORATION" if not so contained in the name at present.)

2. Michigan 3. 38-0313380
(Incorporated Under the Laws of) (Federal Employer Identification Number)

4. 04/05/21 perpetual 5. 3-1-90
(Date of Incorporation & Duration) (Date first transacted business in Florida)
See Section 607.354 and 817.155 F.S.

6. 1016 N. Monroe, Lowell, MI 49331
(Address of Principal Office Please include city, state, and zip code)

7. CT Corporation System
(Name of Florida Registered Agent)
8751 West Broward Blvd.
(Registered Agent Address)

Plantation FL 33324
(City) (State of Florida) (Zip Code)

8. Research and development
(Nature of Business to be Transacted in Florida)

9. NAME OF OFFICERS	SPECIFIC ADDRESSES
<u>See attached list</u> (P)	
	(M)
	(S)
	(T)

10. NAME OF DIRECTORS	SPECIFIC ADDRESSES
<u>See attached list</u> (D)	
	(D)
	(D)
	(D)

11. I am familiar with and accept the obligations provided for in section 607.325, Florida Statutes.

Acceptance by the Registered Agent: by Donald R. Allen Assistant Vice President
Agent must sign on this line.
Donald R. Allen

FILED
JUN 03 AM 8 11
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

Name and address to whom correspondence should be sent
Cheryl L. Hotchkiss
Warner, Norcross & Judd
900 Old Kent Building/111 Lyon St, NW
Grand Rapids, MI 49503

This will acknowledge receipt of your request for information relative to the qualification of a foreign corporation in Florida. The following requirements must be complied with to qualify:

1. A recent certificate of status from the State of Incorporation evidencing its corporate existence. If the certificate is in a foreign language a translation of the certificate under oath of the translator must be attached (photocopies are not acceptable).
2. Application for Authorization to Transact Business must be completed in its entirety.
3. Fees for qualification are:
 - \$20 Filing Fee
 - \$20 Registered Agent Designation
 - \$30 Certified Copy (optional)
4. Send one check in the total amount made payable to Department of State.
5. A letter of acknowledgement is issued upon qualification. You may request a certificate of status for an additional \$5.00.

Any further inquiries on this matter should be directed to the Division of Corporations, Bureau of Commercial Recording, Qualification and Registration Section, P.O. Box 6327, Tallahassee, FL 32314, or by calling (904) 487-6051.

12. Common: 750 shares, par value \$100.00/5% Cumulative Preferred: 7,000 shares, par val \$100.00
(Total Authorized Shares (itemized by class) Par Value of Shares, & without Par Value)

Two officers must sign this application and one signature notarized.

Bruce M. Haveman
Secretary ~~of Assistant Secretary~~
Bruce M. Haveman

Lew Haeck
~~President~~ Vice President
Lew Haeck

State of Michigan
County of KENT

The foregoing instrument was acknowledged before me this 18 day of June,
19 90 By Bruce M. Haveman (Name of Officer) (Title of Officer) Treasurer
of Attwood Corporation (Name of Corporation),

A(An) Michigan (State or Country) Corporation, on behalf of
the Corporation.

Seal

Thomas J. Bault
Notary Public

ATTWOOD CORPORATION

Officers

President	D. Rocheleau 2567 Riveredge Drive, S.E. Grand Rapids, MI 49506
Senior Vice Pres.- Marine Division	Lewis Haeck 337 Dogwood, N.E. Ada, MI 49301
Vice President- Manufacturing	Roger Bumgarner P.O. Box 421 Grand Rapids, MI 49508-0421
Vice President- Marketing	Robert Kress 2645 Berwyck, S.E. Grand Rapids, MI 49506
Secretary- Treasurer	Bruce M. Haveman 1215 Glenaire, N.W. Grand Rapids, MI 49504
Asst. Treasurer	Alwyn Rougier-Chapman 2018 San Lu Rae Drive, S. E. Grand Rapids, MI 49506
Asst. Secretary	Robert E. Hubling 9503 Ravine Ridge Drive Caledonia, MI 49316

Directors

Frank H. Merlotti 6270 Heathmoor Court, S.E. Grand Rapids, MI 49506	David D. Hunting, Jr. 3120 Manhattan Lane, S.E. Grand Rapids, Mi 49506
Robert C. Pew 210 Greenwich Road, N.E. Grand Rapids, MI 49506	D. Rocheleau 2567 Riveredge Dr., S.E. Grand Rapids, MI 49506
Alwyn Rougier-Chapman 2018 San Lu Ren Dr., S.E. Grand Rapids, MI 49506	

November 15, 1989

ATTWOOD CORPORATION OFFICERS AND DIRECTORS

Frank Merlotti, Director
6270 Heathmoor Court, S. E.
Grand Rapids, MI 49506

Lewis Haeck, Senior Vice President, Marine Division
337 Dogwood, N. E.
Ada, MI 49301

R. E. Hubling, Assistant Secretary
9503 Ravine Ridge Drive
Caledonia, MI 49316

Robert C. Few, III, Director
1919 San Lu Rae Drive
East Grand Rapids, MI 49506

R. C. Few, Director
210 Greenwich Road, N. E.
Grand Rapids, MI 49506

Donald Rocheleau, Director and President
2567 Riveredge Drive, S. E.
Grand Rapids, MI 49506

Alwyn Rougier-Chapman, Director and Assistant Treasurer
2018 San Lu Rae Drive, S. E.
Grand Rapids, MI 49506

Bruce M. Haveman, Secretary-Treasurer
1215 Glenaire, N. W.
Grand Rapids, MI 49504

Roger Bumgarner, Vice President, Manufacturing
P. O. Box 421
Grand Rapids, MI 49508-0421

Robert Kress, Vice President, Marketing
2645 Berwyck, S. E.
Grand Rapids, MI 49506

DIRECTOR.FIN



Michigan Department of Commerce

Lansing, Michigan

FILED
1890 JUN 06 AM 8 11
SECRET
TALLAHASSEE, FLORIDA

This is to Certify That

ATTWOOD CORPORATION, A PROFIT CORPORATION

was validly incorporated on April 5, 1921, as a Michigan corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 4th day of June, 19 90

Leroy L. Meyer Director