

F0200000038

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Landscape Forms, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Elizabeth Kellogg
(Name of Person)
Landscape Forms, Inc.
(Firm/Company)
431 Lawndale Ave.
(Address)
Kalamazoo mi 49048
(City/State and Zip code)

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-12/03/01--01059--006
*****78.75 *****78.75

For further information concerning this matter, please call:

W01-27593

Elizabeth Kellogg at (616) 381-0490 x299
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

with
1/3



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2001

ELIZABETH KELLOG
431 LAWDALE AVE.
KALAMAZOO, MI 49048

SUBJECT: LANDSCAPE FORMS, INC.
Ref. Number: W01000027593

We have received your document for LANDSCAPE FORMS, 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/uniform business 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/uniform business report and penalty fees is \$8165.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 801A00064148

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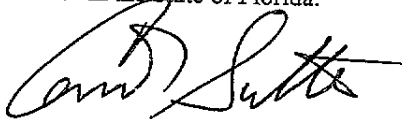
AFFIDAVIT

STATE OF MICHIGAN)
)ss.
COUNTY OF KENT)

I, Conrad Sutter, duly sworn, state as follows:

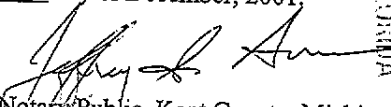
- 1. I am the Vice-President of Finance of Landscape Forms, Inc. (hereinafter "LFI") and have personal knowledge of the facts stated in this Affidavit.
- 2. On an Application by Foreign Corporation for Authorization to Transact Business in Florida submitted by LFI to the Florida Department of State there was an erroneous statement included on the application.
- 3. The application stated that LFI first transacted business in Florida beginning in 1994. This statement is incorrect. The application should have stated that LFI will first transact business in Florida "upon qualification."
- 4. LFI has operated in Florida since 1994, but their operations did not constitute "transacting business" as defined by Fla. Stat. § 607.1501. According to the statute, selling through independent contractors does not constitute transacting business. Fla. Stat. § 607.1501(2)(e).
- 5. Since 1994, LFI's only operations in the state of Florida comprised of selling through an independent contractor, more specifically, selling through GAP Architectural Products. This, without anything else, does not constitute "transacting business" in the State of Florida.

Dated: December 21, 2001



STATE OF MICHIGAN)
)ss.
COUNTY OF KENT)

Subscribed and sworn to before me this 21st day of December, 2001,


Notary Public, Kent County, Michigan
My Commission Expires: 9/03/03

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. Landscape Forms, 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. MICHIGAN 3. 38-1897577
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1969 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1994
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 431 Lawndale Ave. Kalamazoo MI 49048
(Principal office address)

(same as above)
(Current mailing address)

8. Manufacture + sale of Site Furniture
(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: GAP Architectural Products

Office Address: 2120 Howard St.
Orlando FL, Florida 32814
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

Josephine Burns
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bob O'Boyle
Address: 521 South Riverview
PARCHMENT, Mich 49004

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Bill Maw
Address: 10035 Woodlawn Drive
PORTAGE, Mich 49002

Vice President: CONRAD SUTTER
Address: 6375 Whitney Woods
Richtland, Mich 49083

Secretary: John Chipman
Address: 8395 East Main St.
Oshtemo, MI 49053

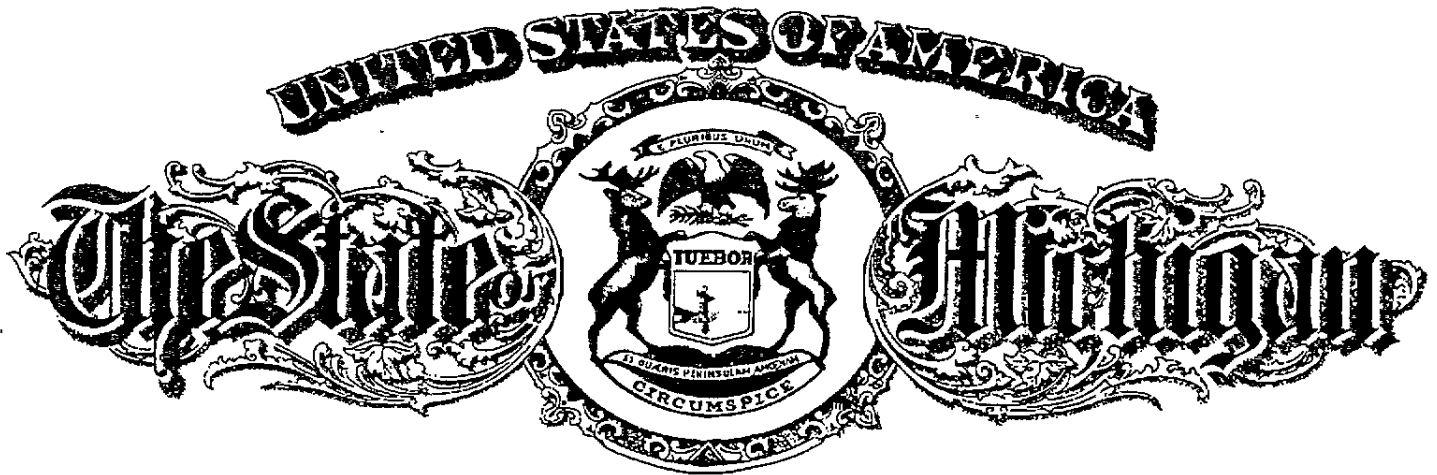
Treasurer: _____
Address: _____

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

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

14. CONRAD SUTTER, VP FINANCE
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

LANDSCAPE FORMS, INC.

was validly incorporated on September 4, 1969, as a Michigan profit 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 Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due 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.

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ALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 28th day of November, 2001

Andrew J. Metcalfe, Director

Bureau of Commercial Services