

FD2000002969

TRANSMITTAL LETTER

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: By-Prod Corporation
(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:

Charles Kamper 800005254168--9
-04/11/02--01056--015
*****78.75 *****78.75
(Name of Person)

By-Prod Corporation
(Firm/Company)

Po Box 66825
(Address)

St. Louis, mo 63166
(City/State and Zip code)

For further information concerning this matter, please call:

Charles Kamper at (314) 534-3122
(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

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

W02-10555
J. BRYAN APR 15 2002
J. BRYAN JUN 11 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 15, 2002

CHARLES KAMPER
PO BOX 66825
ST. LOUIS, MO 63166

SUBJECT: BY-PROD CORPORATION
Ref. Number: W02000010555

We have received your document for BY-PROD CORPORATION 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 \$1,150.00.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 302A00022317



Department of State

Memorandum Office of the General Counsel

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: June 7, 2002

RE: By-Prod Corporation

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 2001 of \$150.00 and foreign non-qualified penalties of \$ 500.00 assessed at the statutory minimum. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty



BY-PROD CORPORATION

Executive Offices
3026 Locust Street (63103)
P.O. Box 66825
St. Louis, MO 63166
Telephone: (314) 534-3122
Fax: (314) 534-4422

May 29, 2002

Mr. Gerard T. York, Esq.
Assistant General Counsel
Florida Department of State
Office of General Counsel
LL-10
The Capitol
Tallahassee, FL 32399-0250



Dear Mr. York.

I am enclosing the various documents, including your fax dated May 23, 2002 relating to registering By-Prod Corporation to do business in Florida. I am also enclosing check numbered 48335 in the amount of \$650 for the annual fee and late filing penalties. I believe the enclosed documents constitute all the information you need to complete the registration of our company.

Thank you for your assistance in this matter. If you have any questions or need any additional information, please do not hesitate to contact me.

Sincerely,

Charles D. Kamper
Vice President – Finance

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 314-534-7559

Please deliver the following pages to:

NAME: Charles Kamper

COMPANY: By-Prod Corporation

CITY/STATE: St. Louis, Missouri

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
850-245-6514

DATE/TIME: 05/23/02 5:34 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6127

COMMENTS: This communication is in response to your letter dated April 26, 2002 and our conversation today, regarding annual report fees and statutory penalties which would be assessed against By-Prod Corporation under section 607.1502(4), Florida Statutes.

We would offer to settle the issue of annual report fees and foreign non-qualified penalties from By-Prod Corporation for the sum of \$650.00, reflecting annual report fees from 2001 of \$150.00 and statutory penalties from 2001 of \$500.00 assessed at

the statutory minimum of \$500.00 per year. This offer remains in effect until July 31, 2002.

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue By-Prod Corporation a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me at 850-245-6514 should you have any questions.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Gerry York, General Counsel's Office
FROM: Brenda L. Tadlock, Registration Section
DATE: May 21, 2002
SUBJECT: BY-PROD CORPORATION
REFERENCE: W02000010555

The attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/blt

Attachments

LM
Charles Kemp
\$20,000 Return
\$650 after
tax

RECEIVED
MAY 23 2002



BY-PROD CORPORATION

Executive Offices
3026 Locust Street (63103)
P.O. Box 66825
St. Louis, MO 63166
Telephone: (314) 534-3122
Fax: (314) 534-4422
e-mail: bypstl@anet-stl.com

April 26, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Joey Bryan

RE: Letter Number 302A00022317.

Dear Ms. / Mr. Bryan:

We have received your recent notification showing a penalty fee of \$1,150.00. (A copy is enclosed for your convenience.) We respectfully ask that you rescind this penalty.

We realize that the application to transact business in Florida was filed late but this was not done intentionally. In 2001 we were in the midst of closing another facility in Florida and opening this one in addition to opening a new facility in Illinois. This was a very busy time for us and unfortunately this application process was inadvertently overlooked. As soon as it came to our attention that the necessary paperwork was not filed, we obtained the required documents and filed the application.

The tardiness of the filing was quite unintentional. We ask that you waive the penalty and accept our application and check as originally filed.

If you have any questions, please don't hesitate to call.

Sincerely,

Charles Kamper
Vice-President, Finance

Enclosure

314
53 JUN 11 4 06 PM
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED

Western Division
1815 West Front Street
Selma, CA 93662
(559) 896-5711

Central Division
1615 East 8th Street
Kansas City, MO 64106
(816) 474-0794

Eastern Division
301 Williams Street
Fayetteville, N.C. 28301
(910) 323-9627

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. By-Prod Corporation
(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. Illinois 3. 37-0971015
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April, 1973 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8-15-01
(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. 3026 Locust Street, St. Louis, MO 63103
(Principal office address)
P.O. Box 66825, St. Louis, MO 63166
(Current mailing address)

8. Manufacturing
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (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.

See Attached
(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.

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard N. Schiff

Address: 36 Rio Vista

St. Louis, MO 63124

Vice Chairman: Keith A. Busch

Address: 306 Ross Lane

Belleville, IL 62223

Director: Charles D. Kamper

Address: 519 N. Bompert

Webster Groves, MO 63119

Director: _____

Address: _____

B. OFFICERS

President: Richard N. Schiff

Address: 36 Rio Vista

St. Louis, MO 63124

Vice President: Keith A. Busch

Address: 306 Ross Lane

Belleville, IL 62223


Secretary: _____

Address: _____

Treasurer: Charles D. Kamper

Address: 519 N. Bompert, Webster Groves, MO 63119

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. Charles Kamper - VP Finance

(Typed or printed name and capacity of person signing application)

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

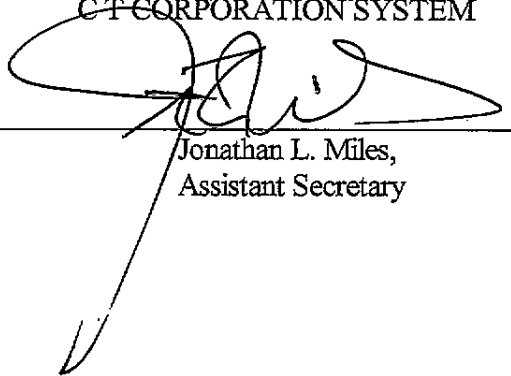
RE: **By-Prod Corporation (Illinois Domestic)**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: February 27, 2002

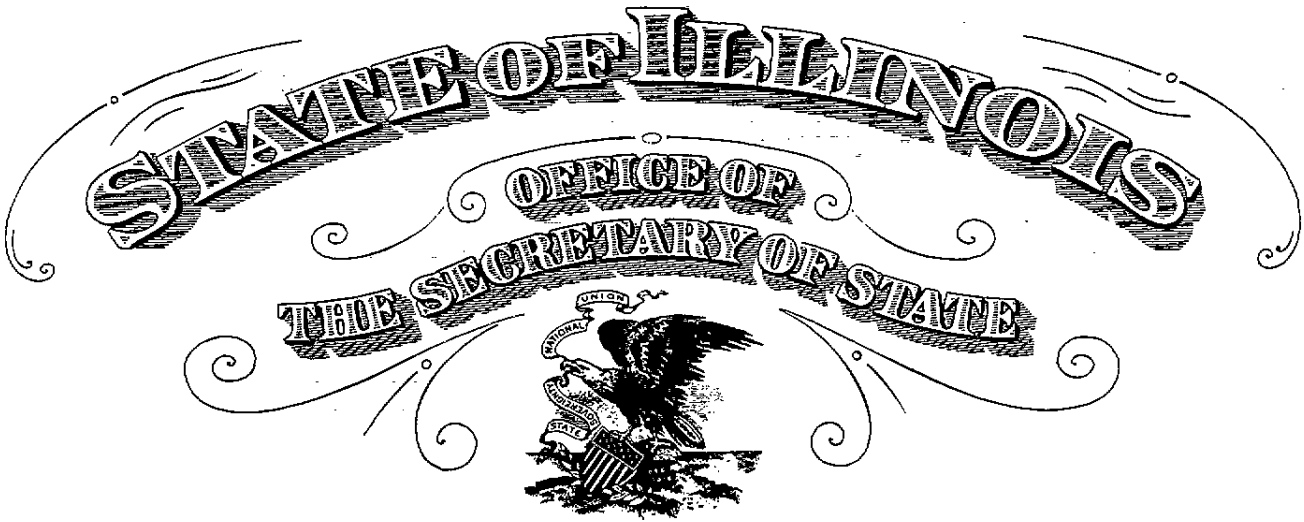
C-T CORPORATION SYSTEM

By



Jonathan L. Miles,
Assistant Secretary

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

BY-PROD CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 28, 1984, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

FILED
2002 JUN 11 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 27TH *day of* MARCH *A.D.* 2002



Jesse White

SECRETARY OF STATE