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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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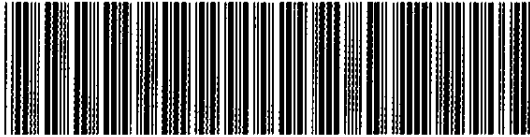
(Business Entity Name)

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September 18, 2009

VIA FEDERAL EXPRESS

Florida Department of State
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Spicer Group, Inc.

Dear Sir/Madam:

Enclosed is a Cover Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation. Also enclosed is a check in the amount of \$70 to cover the filing fees as well as a Good Standing Certificate from the State of Michigan.

If you have any questions regarding this filing, please feel free to contact me.

Sincerely,



JULIE A. BOYD
Legal Assistant
989-498-2256, Ext. 272

JAB/mjl
Enclosures

cc: Cindy Frazier, CPA (w/o enc.)

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Spicer Group, 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," or "Certificate of Good Standing" 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:

Julie A. Boyd, Legal Assistant
Name of Person
Braun Kendrick Finkbeiner P.L.C.
Firm/Company
4301 Fashion Square Blvd.
Address
Saginaw, MI 48603
City/State and Zip code
cindyf@spicergroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julie A. Boyd at (989) 498-2172
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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 Cop \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Spicer Group, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Michigan 3. 38-1612017
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 18, 1959 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 230 S. Washington Avenue, Saginaw, Michigan 48607
(Principal office address)

230 S. Washington Avenue, Saginaw, Michigan 48607
(Current mailing address)

8. To provide water resources design for a commercial farm operation
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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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.

By: Laura Broderick
(Registered agent's signature)

Laura Broderick
Assistant Secretary

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: Dale K. Deibel

Address: 230 S. Washington Avenue, Saginaw, MI 48607

Vice Chairman: _____

Address: _____

Director: Donald R. Scherzer

Address: 230 S. Washington Avenue, Saginaw, MI 48607

Director: Lawrence J. Protasiewicz

Address: 230 S. Washington Avenue, Saginaw, MI 48607

* See additional Directors on attached addendum.

B. OFFICERS

President: Donald R. Scherzer

Address: 230 S. Washington Avenue, Saginaw, MI 48607

Vice President: Lawrence J. Protasiewicz

Address: 230 S. Washington Avenue, Saginaw, MI 48607

Secretary: Jeffrey E. Wood

Address: 230 S. Washington Avenue, Saginaw, MI 48607

Treasurer: James J. Cook

Address: 230 S. Washington Avenue, Saginaw, MI 48607

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Dale K. Deibel, Chairman of the Board
(Typed or printed name and capacity of person signing application)

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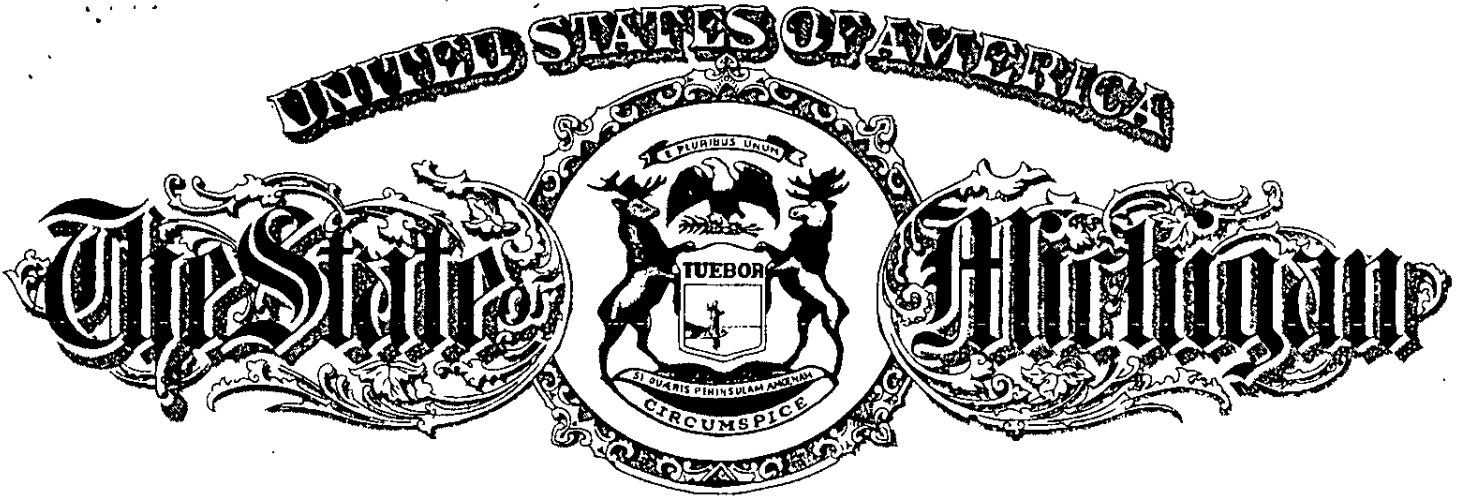
Addendum to Application by Foreign Corporation
for Authorization to Transact Business in Florida
Spicer Group, Inc.

Additional Directors:

Jeffrey E. Wood
230 S. Washington Avenue, Saginaw, MI 48607

James J. Cook
230 S. Washington Avenue, Saginaw, MI 48607

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TALLAHASSEE, FLORIDA



Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify That

SPICER GROUP, INC.

was validly incorporated on June 18, 1959, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, 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 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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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 11th day of September, 2009.

, Director
Bureau of Commercial Services