

F00000002051

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

The Pro-Quip Corporation

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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DIVISION OF CORPORATIONS
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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

04/12/00

RECEIVED
00 APR 12 AM 11:34
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Handwritten: Nyc
4/12/00 W

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. THE PRO-QUIP 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. Oklahoma

(State or country under the law of which it is incorporated)

3. 73-0782819

(FEI number, if applicable)

4. June 25, 1969

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Estimated May 31, 2000

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 8522 East 61st Street, Tulsa, Oklahoma 74133

(Current mailing address)

8. Installation of air and gas separation plants.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached sheet

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached sheet

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. *Douglas M. Chernovetz*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas M. Chernovetz, Vice President
(Typed or printed name and capacity of person signing application)

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THE PRO-QUIP CORPORATION
Directors and Officers

Directors:

Franz Habicht, Chairman
Dr. Carl-von-Linde Strabe 6-14
82049 Hollriegelskruth, Germany

Aldo Belloni
Dr. Carl-von-Linde Strabe 6-14
82049 Hollriegelskruth, Germany

Hans Kistenmacher
8522 East 61st Street
Tulsa, Oklahoma 74133

Werner Schwarzmeier
Dr. Carl-von-Linde Strabe 6-14
82049 Hollriegelskruth, Germany

John D. Brandon
8522 East 61st Street
Tulsa, Oklahoma 74133

Douglas M. Chernovetz
8522 East 61st Street
Tulsa, Oklahoma 74133

Officers:

John D. Brandon
8522 East 61st Street
Tulsa, Oklahoma 74133

President

C. Douglas Houston
8522 East 61st Street
Tulsa, Oklahoma 74133

Vice President, Asst. Secretary

Douglas M. Chernovetz
8522 East 61st Street
Tulsa, Oklahoma 74133

Vice President, Secretary and Treasurer

Thomas B. Williams
8522 East 61st Street
Tulsa, Oklahoma 74133

Vice President

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OFFICE OF THE SECRETARY OF STATE

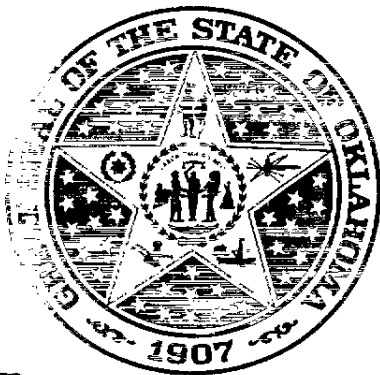


CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of corporations to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that THE PRO-QUIP CORPORATION is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

DIVISION OF CORPORATIONS
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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this
11th day of April, 2000

Mick Hunter
Secretary of State

By: *Josephine Barney*