

F-010000003422

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KRYPTONITE 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:

JAMES Mills
(Name of Person)
KRYPTONITE CORPORATION
(Firm/Company)
320 TURNPIKE ST
(Address)
CANTON MA 02021
(City/State and Zip code)

100004439431--8
-06/25/01--01107--010
*****70.00 *****70.00

For further information concerning this matter, please call:

JAMES Mills at (781) 828 6655 x253
(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

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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. KRYPTONITE 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. MASSACHUSETTS 3. 04-2519297
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/5/73 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MARCH 1, 2001
(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. 320 TURNPIKE ST CANTON MA 02021
(Principal office address)

SAME
(Current mailing address)

8. SALE OF SECURITY DEVICES
(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: CorpAmerica, Inc.
Office Address: 416 S.E. 15 Street
Fort Lauderdale, Florida 33316
(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.

Lyn Stiley
(Registered agent's signature) Lyn Stiley, Asst. 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 SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: PETER ZANE

Address: 320 TURNPIKE ST

CANTON MA 02021

^{CFO} Vice President: JAMES MILLS

Address: 320 TURNPIKE ST

CANTON MA 02021

Secretary: LILLIAN ZANE

Address: 320 TURNPIKE ST CANTON MA 02021

Treasurer: LILLIAN ZANE

Address: 320 TURNPIKE ST CANTON MA 02021

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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. JAMES MILLS CFO
(Typed or printed name and capacity of person signing application)

**Kryptonite Corporation
Board of Directors**

Peter Zane
President, Kryptonite Corporation

Gary Furst
C.E.O. Kryptonite Corporation

Lillian Zane
Clerk/Treasurer, Kryptonite Corporation

Michael Zane
Kryptonite Corporation

Rowland Moriarty
Cubex Corporation
200 Clarendon Street, T-33
Boston, MA 02116

Arnold Greenberg
61 South Main Street, Suite 211
West Hartford, CT 06107

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The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

May 25, 2001

TO WHOM IT MAY CONCERN:

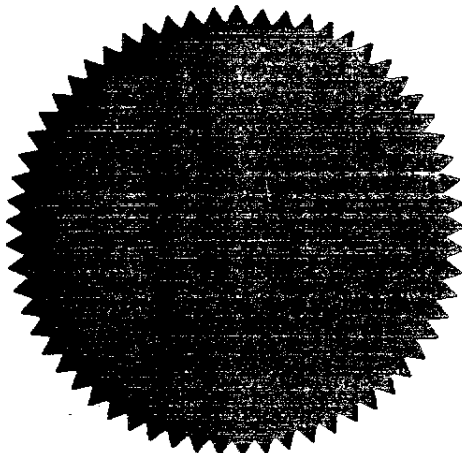
I hereby certify that according to the records of this office,

KRYPTONITE CORPORATION

is a domestic corporation organized on **February 5, 1973**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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TALLAHASSEE FLORIDA



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

