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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON A. BRUZEK
(847) 734-8857

By Federal Express

June 2, 2004

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Armor USA Inc.**

Dear Sir or Madam:

Enclosed for filing are the following relating to qualification of the above corporation in Florida:

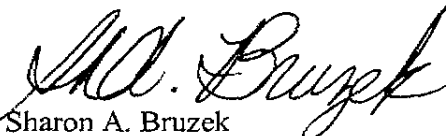
1. Transmittal Letter;
2. Original and copy of Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Delaware Certificate of Good Standing dated May 5, 2004; and
4. Check in amount of \$78.75 for filing fee and certified copy.

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If you have any questions relative to this matter, please contact us.

Very truly yours,

MASUDA, FUNAI, EIFERT & MITCHELL, LTD.



Sharon A. Bruzek
Legal Assistant
for Bradley D. Kaplan

Enclosure
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ARMOR USA 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:

Sharon A. Bruzek
(Name of Person)
Masuda, Funai, Eifert & Mitchell, Ltd.
(Firm/Company)
1475 E. Woodfield Road, Suite 800
(Address)
Schaumburg, IL 60173
(City/State and Zip code)

For further information concerning this matter, please call:

Sharon A. Bruzek at (847) 734-8857
(Name of Person) (Area Code & Daytime Telephone Number)

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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

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. ARMOR USA 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. Delaware 3. 36-4233511
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/7/1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(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. 2900 Earhart Court, Suite 220, Hebron, KY 41048
(Principal office address)

2900 Earhart Court, Suite 220, Hebron, KY 41048
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
(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)

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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.

Christine M. Eastwine
(Registered agent's signature)

Christine M. Eastwine
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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jacques Noublanche

Address: 20 rue Chevreul-BP 90508, 44105

Nantes, CEDEX, 4, France

Director: _____

Address: _____

B. OFFICERS

President: Jacques Noublanche

Address: 20 rue Chevreul-BP 90508, 44105

Nantes, CEDEX, 4, France

Vice President: Chris Walker

Address: 2900 Earhart Court, Suite 220

Hebron, KY 41048

Secretary: Mikio Nishizu

Address: 312 Walnut Street, Suite 1750, Cincinnati, OH 45202

Treasurer: M. Claude Barrot

Address: 20 rue Chevreul-BP 90508, 44105

Nantes, CEDEX, 4, France

PLEASE SEE ATTACHMENT FOR ADDITIONAL OFFICER.

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. RANDAL E. CULMAN _____

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

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TALLAHASSEE, FLORIDA

ARMOR USA INC.

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

B. Additional Officer:

Vice President of Finance and Administration

Randal E. Culman
2900 Barhart Court, Suite 220
Hebron, KY 41048

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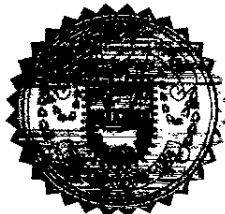
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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARMOR USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2004.



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040327937

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3093353

DATE: 05-05-04