

OCT. 4. 2004 2:48 PM 10/4/04 CORPORATION SERVICE CO

F0400005636

P. 1/4
Page 1 of 1

(4)

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

10/4 FOR Corp

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000197789 3)))

MLJH

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

STATE OF FLORIDA
TALLAHASSEE

04 OCT -4 AM 10:50

FILED

SHC

RECEIVED

04 OCT -4 PM 3:59

DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

BMC AIR FILTER NORTH AMERICA INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

04000197789 3

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. BMC Air Filter North America Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 24, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. C/o O.Z. America Inc. 7500 NW 25 ST., Bldg. A unit 4 Miami FL 33122
(Principal office address)

C/o Pavis & Harcourt LLP, 12TH Floor 600 Madison Avenue New York, NY 10022
(Current mailing address)

8. To engage in any lawful act or activity under the provisions of the Florida BCA
(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: Corporation Service Company

Office Address: 1201 Nays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company
BY: Michael Carlsman
(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.

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

04000197789 3

FILED
04 OCT -4 AM 10:50
TALLAHASSEE FLORIDA

H04000197789 3

A. DIRECTORS

Chairman: Gaetano Bergami

Address: C/o Pavia & Harcourt LLP, 12th Floor 600 Madison Avenue New York NY 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gaetano Bergami

Address: C/o Pavia Harcourt LLP, 12th Floor New York NY 10022

Vice President: _____

Address: _____

Secretary: Mario Gazzola

Address: C/o Pavia & Harcourt LLP, 12th Floor New York NY 10022

Treasurer: _____

Address: _____

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. Mario Gazzola, Secretary

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

H04000197789 3

OCT. 4. 2004 2:48PM

CORPORATION SVC CO

NO. 865 P. 4/4
NO. 1059 P. 2

H04000197789 3

Delaware

PAGE 1

The First State

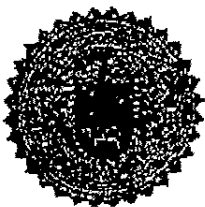
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BMC AIR FILTER NORTH AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BMC AIR FILTER NORTE AMERICA, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

H04000197789 3



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3390139

DATE: 10-04-04

3639681 8300

040715867