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ACCOUNT NO. : 072100000032

REFERENCE : 692714 86901D

AUTHORIZATION : Patricia Pignits

COST LIMIT : 970.00

ORDER DATE : September 27, 1995

ORDER TIME : 9:23 AM

800001595808

ORDER NO. : 692714

CUSTOMER NO: 86901D

CUSTOMER: Mr Melvin Maldonado
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 SEP 27 AM 11:11

FOREIGN FILINGS

NAME: WALKER STAINLESS EQUIPMENT
COMPANY, INC. OF DELAWARE

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder


95 SEP 27 AM 11:08

SECRETARY'S CERTIFICATE

Steven J. Ford, Secretary of Walker Stainless Equipment Company, Inc., a corporation organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on September 26, 1995:

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternative name WALKER STAINLESS EQUIPMENT COMPANY, INC., OF DELAWARE, for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Steven J. Ford, Secretary

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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. Walker Stainless Equipment Company, Inc.
(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. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/21/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 29, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 250 South Clinton Street, Suite 201, Syracuse, NY 13202
(Current mailing address)

8. Manufacture and sale of stainless steel components and equipment
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.
By: W. Schreiner ASST. VP.
(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.

FLORIDA
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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Stephen P. Munn

Address: 250 South Clinton Street, Suite 201, Syracuse, NY 13202

Vice Chairman: Dennis J. Hall

Address: 250 South Clinton Street, Suite 201, Syracuse, NY 13202

Director: Steven J. Ford

Address: 250 South Clinton Street, Suite 201, Syracuse, NY 13202

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Lynn Walker

Address: 250 South Clinton Street, Suite 201, Syracuse, NY 13202

Vice President: Dennis J. Hall

Address: 250 South Clinton Street, Suite 201, Syracuse, NY 13202

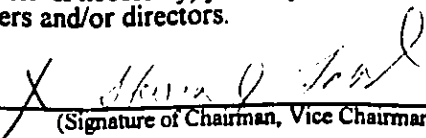
Secretary: Steven J. Ford

Address: 250 South Clinton Street, Suite 201, Syracuse, NY 13202

Treasurer: Dennis J. Hall

Address: 250 South Clinton Street, Suite 201, Syracuse, NY 13202

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

13. X  9/2/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven J. Ford, Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALKER STAINLESS EQUIPMENT COMPANY, 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 AM 11:11



Edward J. Freel

Edward J. Freel, Secretary of State

7652342

AUTHENTICATION:

09-25-95

DATE:

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