

KIRK - PINKERTON
A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

ROBERT J. CAHILL
WILLIAM C. STRODE
L. HOWARD PAYNE****
PHILLIP A. WOLFF
L. NORMAN VAUGHAN-BIRCH**
TIMOTHY B. SHAW
WILLIAM E. ROBERTSON, JR.
MICHAEL A. ORTIZ

DAVID M. SILBERSTEIN**
DANIEL A. DECHTOLD
ANITA J. HANNA
DAVID W. PAYNE
MICHAEL E. GARLINGTON

96000001623

20 SOUTH OCEAN AVENUE, SUITE 112
SARASOTA, FLORIDA 34236
TELEPHONE 941-488-7811
TELECOPIER 941-488-2544
245 N. TAMiami TRAIL, SUITE A
VENICE, FLORIDA 34285
TELEPHONE 941-488-7811
TELECOPIER 941-488-2544

MAILING ADDRESS
P.O. BOX 3798
SARASOTA, FLORIDA 34230

JAMES E. KIRK, 1961 (941)
JOHN C. PINKERTON, REHIB D
DONALD C. McCLELLAND, JR., REHIB D
*BOARD CERTIFIED IN WILL, TRUSTS AND ESTATES
**BOARD CERTIFIED CIVIL TRIAL ATTORNEY
***BOARD CERTIFIED TAX ATTORNEY
*ALSO ADMITTED IN NEW YORK
**ALSO ADMITTED IN NEW MEXICO
***ALSO ADMITTED IN COLORADO

March 28, 1996

Direct Dial
941/364-2414

VIA UPS OVERNIGHT DELIVERY

G. TAX	3.50
RECORDING FEE	35.00
COPY	52.50
TOTAL	122.50
N. BANK	
EXP. DATE DUE	
RETTEND	

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3/29/96

Limited Partnership Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Attention: Mr. Buck Kohr

Re: Framco Environmental Technologies, Limited Partnership
Document #A32894

Dear Buck:

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DIVISION OF CORPORATIONS
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Per our recent telephone conversations, enclosed are the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida, together with our client's check in the amount of \$122.50 for the filing fee.
2. Certificate of Good Standing for Frings America, Inc. (the new General Partner for Framco Environmental Technologies, Limited Partnership) from the State of Delaware dated March 6, 1996.
3. Third Amendment to Amended and Restated Certificate of Limited Partnership for Framco Environmental Technologies, Limited Partnership, together with our client's check in the amount of \$105.00 for the filing fee.
4. Annual Report for Framco Environmental Technologies, Limited Partnership, together with our client's check in the amount of \$576.25 for the filing fee.

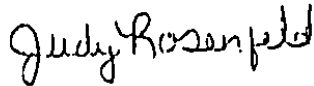
KIRK - PINKERTON

Mr. Buck Kohr
March 28, 1996
Page 2

After filing, please return certified copies of the Application by Foreign Corporation for Authorization to Transact Business in Florida and the Third Amendment to Amended and Restated Certificate of Limited Partnership to me.

Thanks so much for all of your assistance. If you have any questions or need anything else to accomplish these filings, please call me at the above number.

Sincerely,



Judy Rosenfeld, Legal Assistant to
David M. Silberstein

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DIVISION OF CORPORATIONS
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/jr

Enclosures

cc: Timothy S. Shaw, Esq.

QA:DOCUMENT\DM\SKOHR.LTR

**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. FRINGS AMERICA, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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

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

3. 2/6/74

(Date of Incorporation)

4. Perpetual

(Duration)

5. 06-1134253

(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION

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

7. 341 West Remington Boulevard, Bollingbrook, Illinois 60440

(Current mailing address)

8. Sale of Fermentation Equipment

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Dr. Anton Enenkel

Address: c/o Heinrich Frings GmbH. u. Co.KG

Jonas-Cahn-Str.9 - D-5300 Bonn 1, West Germany

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
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B. Officers:

President: Dr. Anton Enenkel
Address: c/o Heinrich Frings GmbH. u. Co.KG
Jonas-Cahn-Str.9 - D - 5300 Bonn 1, West Germany

Assistant Secretary:
~~Vice President~~ Michael Oppenhoff
Address: c/o Heinrich Frings GmbH.u.Co.KG
Jonas-Cahn-Str.9 - D - 5300 Bonn 1, West Germany

Secretary: Trent Anderson, Esq., c/o Mayer, Brown & Plat
Address: 120 South LaSalle Street
Chicago, Illinois 60603

Treasurer: Dr. Anton Enenkel
Address: c/o Heinrich Frings GmbH. u. Co.KG
Jonas-Cahn-Str.9 - D - 5300 Bonn 1, West Germany

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Timothy S. Shaw, Esq.
Office Address: c/o Kirk Pinkerton, 720 South Orange Avenue
Sarasota, Florida 34236
Zip Code

11. 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.

Registered agent's signature: 

12. 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.

13. _____ [see below]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Dr. Anthony Enenkel, President 
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRINGS 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 SIXTH DAY OF MARCH, A.D. 1996.

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.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7854477

DATE: 03-06-96