

Document Number Only
F98000000504

C T CORPORATION SYSTEM
 660 East Jefferson Street
 Requestor's Name
 Tallahassee, Florida 32301
 Address
 (850) 222-1092
 City State Zip Phone

100002414711--7
 -01/28/98--01072--010
 *****35.00 *****35.00
 100002414711--7
 -01/28/98--01072--011
 *****35.00 *****35.00

CORPORATION(S) NAME

Drake Automation Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1
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JAN 28 1998

Thanks, Melanie ☺

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Verifier
Acknowledgment
W.P. Verifier

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Drake Automation 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
(State or country under the law of which it is incorporated)

3. 13-3972379
(FEI number, if applicable)

4. August 20, 1997
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Has not yet transacted business
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Brown Raysman Millsein Felder & Steiner LLP
120 W. 45th Street, New York, NY 10036
(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be organized
(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:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


C T CORPORATION SYSTEM
(Registered agent's signature) (Officer)

Kimberly D. Gilbertson, Assistant Secretary
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Director:

~~Chairman:~~ Barry Goldsmith

Address: Copperfield, Pamber Road

Silchester, Berks, U.K. RG7 2NO

Director:

~~Vice Chairman:~~ Paul Hillyard

Address: 3 Lime Avenue

Northampton, U.K. NN3 2HA

Director: Robin Adams

Address: 8 Curlys Way, Swallowfield

Berks, U.K. RG7 1QZ

Director: Max Finucane

Address: 328 Trafalgar Road

Oakville, Tonario L6J 3H4

B. OFFICERS

Chief Executive Officer:

~~President:~~ Barry Goldsmith

Address: Copperfield, Pamber Road

Silchester, Berks, U.K. RG7 2NU

Senior Vice President: Finance: Paul Hillyard

Address: 3 Lime Avenue

Northampton, U.K. NN3 2HA

Secretary: Stuart Hobbs

Address: 6 Fairleigh Crescent

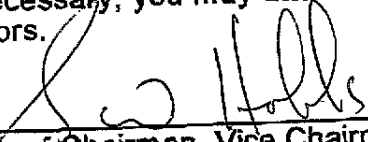
Toronto, Ontario M6C 3R7

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Treasurer: N/A

Address: _____

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. STUART W. HOBBS, SECRETARY
(Typed or printed name and capacity of person signing application)

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Senior Vice President - Technology - Robin Adams
8 Curlys Way, Swallowfield,
Berks, U.K. RG7 1QZ

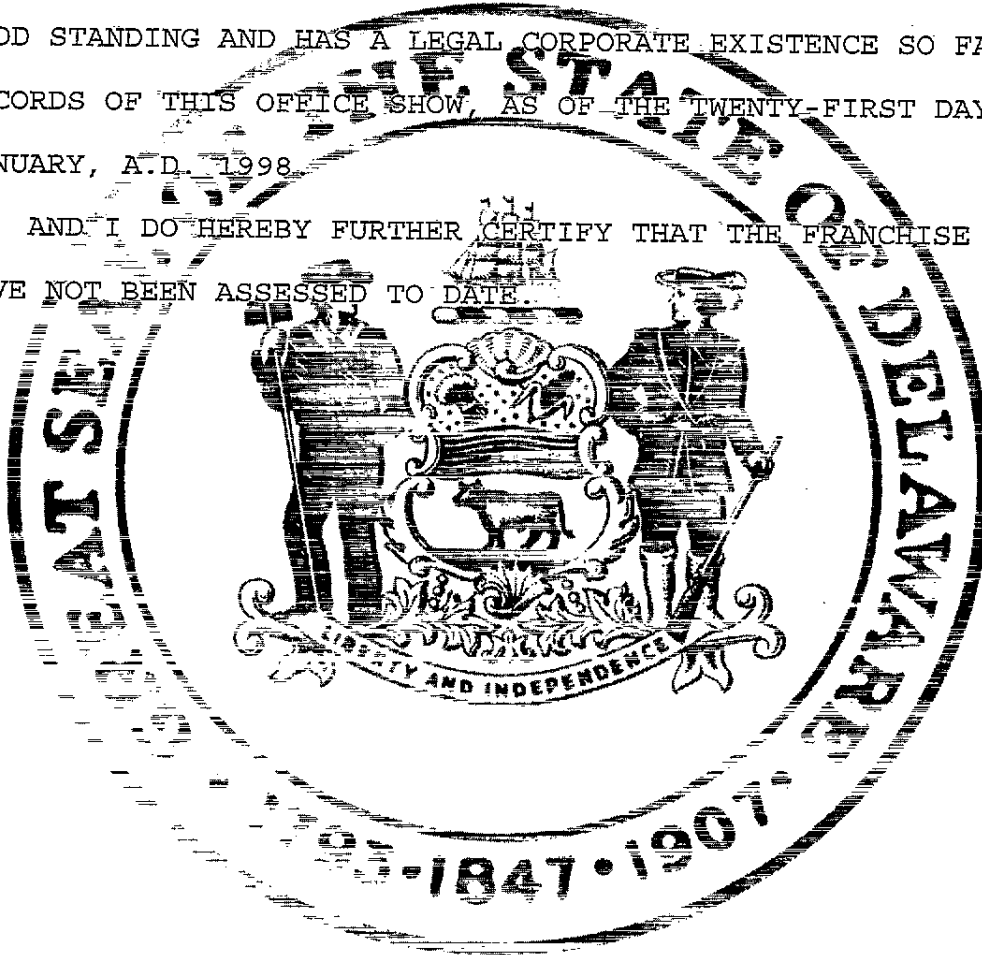
Senior Vice President - Sales & Marketing - Max Finucane
328 Trafalgar Road
Oakville, Ontario L6J 3H4

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DRAKE AUTOMATION 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-FIRST DAY OF JANUARY, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8875715

01-21-98