

F98000005003

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Ascent Technologies Group, 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:

Christine S. Coombs 400002604264--4
 (Name of Person) -07/31/98--01075--004
*****78.75 *****78.75

Ascent Technologies Group, Inc.
 (Firm/Company)

One Mill Street w98-17473
 (Address)

Parish, New York 13131
 (City/State/Zip)

Should you need to call someone concerning this matter, please call:

Bridgette Barker at (315) 625-7299
 (Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

 Qualification/Tax Lien Section
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

MAILING ADDRESS:

 Qualification/Tax Lien Section
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

CHRISTINE C. COOMBS
ASCENT TECHNOLOGIES GROUP, INC.
ONE MILL STREET
PARISH, NY 13131

SUBJECT: ASCENT TECHNOLOGIES GROUP, INC.
Ref. Number: W98000017473

We have received your document for ASCENT TECHNOLOGIES GROUP, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the enclosed copies of documents, as they are not the same as the certificate of existence we require, described above.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 898A00040390

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. Ascent Technologies Group, 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. New York 3. 16-1353957
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/89 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. not yet begun
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One Mill Street, Parish, New York 13131

(Current mailing address)

8. Sales of aviation products.
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

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.



(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.

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TALLAHASSEE FLORIDA

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: N/A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Hadwen C. Fuller, II

Address: 3059 West Main Street
Parish, NY 13131

Vice President: David E. Newman

Address: 103 Cedar Lane
Jamesville, NY 13078

Secretary: Dorothy L. Beck

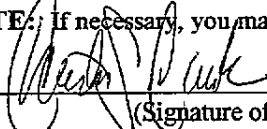
Address: 30 Liberty Street
Mexico, NY 13114

Treasurer: Christine S. Coombs

Address: 186 Hungary Lane Rd.
Central Square, NY 13036

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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. Christine S. Coombs, Treasurer
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of ASCENT TECHNOLOGIES GROUP, INC. was filed on 06/08/1989, under the name of ASCENT TECHNOLOGICAL GROUP, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Merger was filed on 05/28/1992.

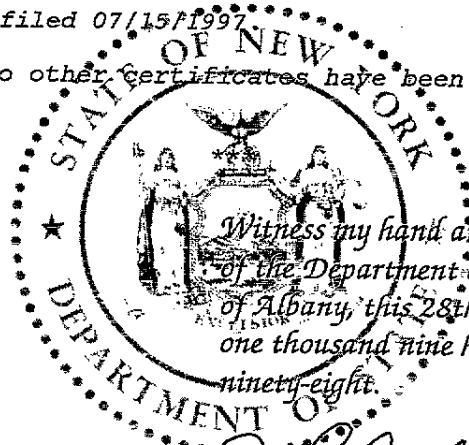
A Biennial Statement was filed 05/13/1993.

A Biennial Statement was filed 08/06/1993.

A Certificate of Amendment ASCENT TECHNOLOGICAL GROUP, INC., changing name to ASCENT TECHNOLOGIES GROUP, INC., was filed 05/12/1994.

A Biennial Statement was filed 07/15/1997.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal of the Department of State at the City of Albany, this 28th day of August one thousand nine hundred and ninety-eight.

J. Leub

Special Deputy Secretary of State

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TALLAHASSEE, FLORIDA

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