

F98000005102



ACCOUNT NO. : 072100000032
REFERENCE : 953966 4351949
AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 70.00

ORDER DATE : September 8, 1998
ORDER TIME : 11:46 AM
ORDER NO. : 953966-005
CUSTOMER NO: 4351949
CUSTOMER: Gadi G. Hill, Esq
Klein & Hill
521 Fifth Ave.
24th Fl.
New York, NY 10175

500002636465--8

FOREIGN FILINGS

NAME: MUL-T-LOCK USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

WL/10/98
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98 SEP 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION

**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. Mul-T-Lock USA, 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. Maryland 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 13, 1987 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 300-1 Route 17 South, Suite A
Lodi, NJ 07644
(Current mailing address)

8. See attached purposes rider
(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 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.

Dolores Burth
(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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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Anna Grauriman 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Secretary and Controller
(Typed or printed name and capacity of person signing application)

Officers/Directors Rider

NAME	OFFICE	ADDRESS
<u>Avraham Bahry</u>	director	<u>300-1 Route 17 South, Suite A, Lodi NJ 07644</u>
<u>Reuven Borkovsky</u>	director	<u>300-1 Route 17 South, Suite A, Lodi NJ 07644</u>
<u>Frank Klein</u>	director	<u>300-1 Route 17 South, Suite A, Lodi NJ 07644</u>
<u>Reuven Klein</u>	director	<u>300-1 Route 17 South, Suite A, Lodi NJ 07644</u>
<u>Gadi G. Hill</u>	director	<u>300-1 Route 17 South, Suite A, Lodi NJ 07644</u>
<u>Avraham Bahry</u>	Chairman of board	<u>300-1 Route 17 South, Suite A, Lodi NJ 07644</u>
<u>Anna Gimuriman</u>	Secretary, comptroller	<u>300-1 Route 17 South, Suite A, Lodi NJ 07644</u>
<u>Reuven Klein</u>	assistant secretary	<u>300-1 Route 17 south, Suite A, Lodi, NJ 07644</u>

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Purposes rider.

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THIRD: The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the sale, installation and servicing of locks and other security devices and to engage in any lawful act or activity for which corporations may be organized under the Maryland Corporations and Associations Code Annotated.
- (b) To engage in any business, allied or kindred or associated with any of the principal objects of the Corporation.
- (c) To acquire, by purchase, lease or otherwise, own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of, real property or any interest or right therein, wherever situated, within or without the State of Maryland.
- (d) To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Maryland.
- (e) To adopt, apply for, obtain, register, purchase, lease, or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate, and introduce, and to sell and grant licenses or other rights in respect of, assign, or otherwise dispose of, or in any manner deal with, and contract with reference to, any trademarks, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights, and improvements, processes, recipes, formulas, and the like, including, but not limited to, such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the

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United States of America or elsewhere, and any licenses respect thereof and any or all rights connected therewith or appertaining thereto.

(f) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock of the Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient to and about the conduct and management of such business.

(g) To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other such evidences of indebtedness created by other corporations and while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to the same extent as a natural person might or could do.

(h) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

(i) To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation at this time owned or thereafter acquired.

(j) To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage, and convey real and personal property without limit as to amount.

(k) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

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(l) To purchase, hold and reissue any of the shares of its capital stock pursuant to the provisions of the General Laws of the State of Maryland.

(m) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contract and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(n) The foregoing enumeration of the purposes, powers, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by the laws of the State of Maryland, and the mention of any particular purpose, power, object or business is not intended in any manner to limit or restrict any of the purposes, powers, objects or business of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

STATE OF MARYLAND

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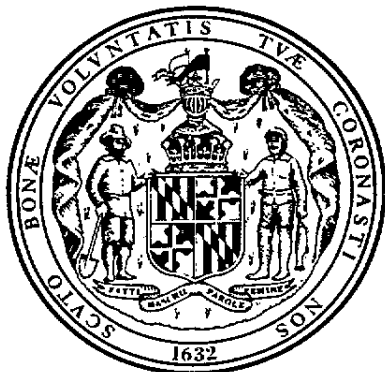
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MUL-T-LOCK USA, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 9TH DAY OF SEPTEMBER, 1998.

Rita Winston
RITA WINSTON
CHARTER DIVISION