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FERRO LABELLA LOGERFO & ZUCKER

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW

MICHAEL J. FERRO, JR.
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*CERTIFIED CRIMINAL TRIAL ATTORNEY

THE LANDMARK BUILDING
27 WARREN STREET
HACKENSACK, N.J. 07601
(201) 489-9110
FAX (201) 489-5653

September 21, 1998

State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

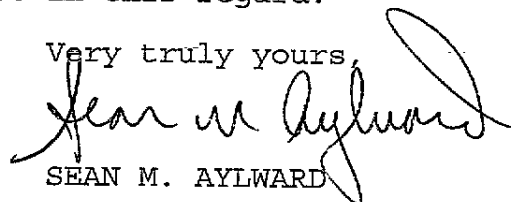
Re: Application By Foreign Corporation For Authorization to Transact Business in Florida of Menko Steel Service Corporation

Dear Sir/Madam:

Enclosed for filing is an original and two (2) copies of an Application By Foreign Corporation For Authorization to Transact Business in Florida of Menko Steel Service Corporation, together with a Certificate of Good Standing issued by the State of Texas. In addition, enclosed is a check in the amount of \$70.00 made payable to the Secretary of State of Florida in payment of the applicable filing fee. Kindly return to me a copy of the Application stamped "filed" as evidence of filing, in the self-addressed postage pre-paid envelope provided for your convenience.

Thank you for your assistance in this regard.

Very truly yours,


SEAN M. AYLWARD

W98-2923

SMA:mn
Encl.

cc: Robert J. Gill, President

#114

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 AM 10:41



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1998

SEAN M. AYLWARD
FERRO LABELLA LOGERFO & ZUCKER
27 WARREN ST
HACKENSACK, NJ 07601

SUBJECT: MENKO STEEL SERVICE CORPORATION
Ref. Number: W98000021923

We have received your document for MENKO STEEL SERVICE CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 198A00048253

FERRO LABELLA LOGERFO & ZUCKER

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*CERTIFIED CRIMINAL TRIAL ATTORNEY

November 2, 1998

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: Mr. Hart Collins

Re: Application By Foreign Corporation For Authorization to
Transact Business in Florida of Menko Steel Service
Corporation
Reference No.: W98000021923

Dear Mr. Collins:

As we discussed, enclosed for filing is an original and two
(2) copies of an Affidavit releasing the name "Menko Steel
Service" and consenting to the use of such name by Menko Steel
Service Corporation. I have also enclosed your letter of
September 24, 1998.

Please call me if you have any questions or if you should
require any additional information. Thank you for your
assistance in this regard.

Very truly yours,


SEAN M. AYLWARD

SMA:mn
Encl.

cc: Robert J. Gill, President

AFFIDAVIT

BARNET MENSCHER, being duly sworn according to law, upon his oath deposes and says:

1. I am the President of 314 Tealwood, Inc., a corporation organized under the laws of the State of Texas (the "Corporation").

2. The Corporation was formerly known as Menko Steel Service Inc. until March 4, 1998 when it changed its name.

3. To the best of my knowledge, the Corporation was authorized to transact business in the State of Florida on May 5, 1992 under the name "Menko Steel Service Inc." **PER (B) ATTACHED.**

4. To the best of my knowledge, the Corporation was administratively dissolved by the State of Florida on October 16, 1998 **PER (A) ATTACHED.**

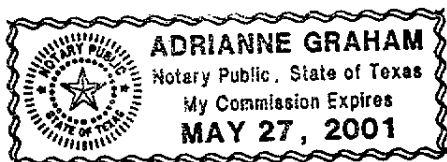
5. The Corporation does not intend and hereby agrees not to seek reinstatement of its authority to transact business in the State of Florida under the name "Menko Steel Service Inc."

6. The Corporation hereby releases its rights to, and consents to the use by Menko Steel Service Corporation, a corporation organized under the laws of the State of Texas, of the name "Menko Steel Service" in the State of Florida.

I hereby certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are wilfully false, I am subject to punishment.

Barnet Menscher, as President for
314 TEALWOOD, INC.
(formerly Menko Steel Service Inc.)

Subscribed and sworn to before me this 29th day of October, 1998.



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DIVISION OF CORPORATIONS
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**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. MENKO STEEL SERVICE CORPORATION
(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. TEXAS
(State or country under the law of which it is incorporated)

3. 76-0563387
(FEI number, if applicable)

4. February 26, 1998
(Date of incorporation)

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

6. MARCH 3, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. P.O. Box 40296, Houston, TX 77240

(Current mailing address)

8. To buy, sell, store and generally deal in elevator component parts which are subsequently the subject of resale or installation.
(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: Bill Wheless
c/o Penninsular Warehouse Co.
Office Address: 1610 Industrial Blvd.
Jacksonville, Florida, 32254
(Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

X Bill Wheless
(Registered agent's signature) (Officer)

X Bill Wheless Vice President
(Type Name and Title of Officer) Penninsular Warehouse Co. Inc.

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert J. Gill

Address: 5399 Lauby Road

North Canton, OH 44720

Director: _____

Address: _____

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

President: Robert J. Gill

Address: 5399 Lauby Road

North Canton, OH 44720

Asst. Sec./Vice President: Jeffrey C. Gill

Address: 5399 Lauby Road

North Canton, OH 44720

Exec. V.P./Secretary: Jacqueline Gill

Address: 5399 Lauby Road

North Canton, OH 44720

Treasurer: _____

Address: _____

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

13. R. J. Gill
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert J. Gill, President
(Typed or printed name and capacity of person signing application)



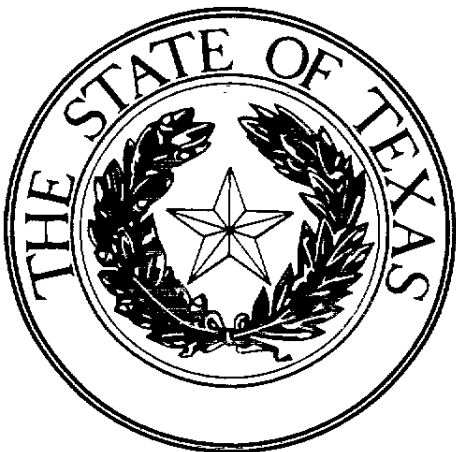
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

MENKO STEEL SERVICE CORPORATION
File No. 1479956-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 3, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 AM 10:10

DLM

Alberto R. Gonzales
Secretary of State