

F99000001448



ACCOUNT NO. : 072100000032
REFERENCE : 168449 4353931
AUTHORIZATION : Patricia Pzytch
COST LIMIT : \$ 70.00

ORDER DATE : March 15, 1999
ORDER TIME : 9:18 AM
ORDER NO. : 168449-005
CUSTOMER NO: 4353931
CUSTOMER: Ms. Norma Leardi
W.r. Grace & Co.
1750 Clint Moore Road
Boca Raton, FL 33487

800002808808--8

FOREIGN FILINGS

NAME: ASBESTOS MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 AM 11:14

903/17

RECEIVED
99 MAR 17 AM 9:58

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. Asbestos Management, 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 3. 65-0537976
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 7, 1994 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1750 Clint Moore Road
Boca Raton, Florida 33487
(Current mailing address)
8. The nature of the business or purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
(Purposes) 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 **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

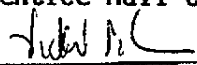
Office Address: 1201 Hays Street

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.

The Prentice-Hall Corporation System, Inc.

By:  Vicki Schreiber, Asst. Vice President
(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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DIVISION OF CORPORATIONS
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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)

See Exhibit A - attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

See Exhibit A - attached

President: _____

Address: _____

Vice President: _____

Address: _____

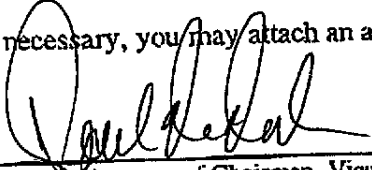
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Paul McMahon, Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

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Directors, Officers Report

Asbestos Management, Inc.

Thursday, March 11, 1999

DIRECTORS

Larry Ellberger Director
1750 Clint Moore Road
Boca Raton, FL 33487

James Russell Hyde Director
7500 Grace Drive
Columbia, Maryland 21044

Paul McMahon Director
1750 Clint Moore Road
Boca Raton, FL 33487

OFFICERS

Larry Ellberger President
1750 Clint Moore Road
Boca Raton, FL 33487

Paul McMahon Vice President and Treasurer
1750 Clint Moore Road
Boca Raton, FL 33487

Lynne M. Durbin Secretary
7500 Grace Drive
Columbia, Maryland 21044

Timothy M. Cremin Assistant Treasurer
1750 Clint Moore Road
Boca Raton, FL 33487

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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 "ASBESTOS MANAGEMENT, 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 FIFTEENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 AM 11:14



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9627160

DATE: 03-15-99