

F 990000003796

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Potain Corporation
(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:

Frederick Woodbridge, Jr.
(Name of Person)

Bur. Woodbridge Reus & Klein P.A.
(Firm/Company)

100 N. Biscayne Blvd. #215th Fl.
(Address)

Miami, Florida 33132
(City/State/Zip)

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

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Frederick Woodbridge at (305) 377-3561 w99-14386
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 1999

FREDERICK WOODBRIDGE, JR.
BAUR, WOODBRIDGE, REUS & KLEIN, P.A.
100 N. BISCAYNE BLVD., 21ST FL.
MIAMI, FL 33132

SUBJECT: POTAIN CORPORATION
Ref. Number: W99000014386

We have received your document for POTAIN CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have provided a certified copy that is not what we require in order to process the application. You would need to obtain a certificate of existence (good standing) from your Secretary of State in Delaware.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 099A00033122

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DIVISION OF CORPORATIONS

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. POTAIN 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. DELAWARE

(State or country under the law of which it is incorporated)

3. 65-0923259

(FEI number, if applicable)

4. MAY 27, 1999

(Date of incorporation)

5. PERPETUAL

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

6. JUNE 1, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 115 N. W. 167 th St.

MIAMI FLORIDA 33169

(Current mailing address)

8. Equipment Leasing

(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: Frederick Woodbridge, Jr.

Office Address: 100 N. Biscayne Blvd. 21st Fl.

Miami, Florida, 33132

(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.

Frederick Woodbridge, Jr.

(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

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: Jean-Yves Bouffault

Address: 18, rue de Charbonnières
69130 ECULLY, France

Director Vice-Chairman: Daniel Gonzalez

Address: 18, rue de Charbonnières
69130 ECULLY, France

Director: Pierre-Yves Le Daeron

Address: 18, rue de Charbonnières
69130 ECULLY, France

Director: Gerard Muller

Address: 18, rue de Charbonnières, 69130 ECULLY,

* See attachment for 5th Director France

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

C.E.O. President: Dale Stoddard

Address: 202 Devenwood Drive
St. Simons Island, GA 31522

Vice President: _____

Address: _____

Secretary: Daniel Gonzalez

Address: 18, rue de Charbonnières
69130 ECULLY, France

C.F.O. Treasurer: Gerard Muller

Address: 18, rue de Charbonnières
69130 ECULLY, France

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

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

14. Jean-Yves BOUFFAULT
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

ATTACHMENT TO
"APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA"

OF

POTAIN CORPORATION

State of incorporation: DELAWARE

[5th director]

Director: Dale Stoddard

Address: 202 Devenwood Drive

St. Simons Island, Georgia 31522

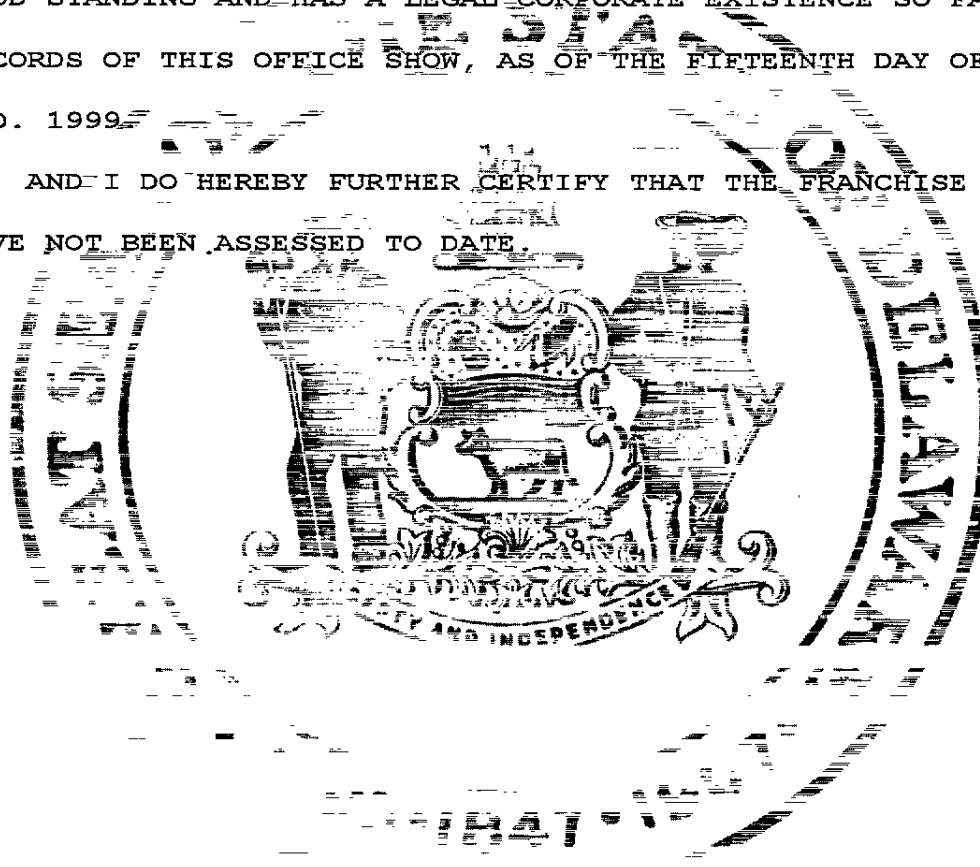
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SECRETARY OF STATE
DIVISION OF REVENUE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POTAIN CORPORATION" 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 JULY, A.D. 1999.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9866198

DATE: 07-15-99