00004059 **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 260897 4361496

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: June 2, 1999

ORDER TIME : 9:41 AM

800002952518--7

ORDER NO. : 260897-030

CUSTOMER NO: 4361496

CUSTOMER: Christine Scurto, Legal Asst

Butzel Long

150 W. Jefferson / Ste. 900

Detroit, MI 48226

FOREIGN FILINGS

NAME: MTU NORTH AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

· 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. MTU North America, Inc.		
(Name of corporation: must include the word "INCO words or abbreviations of like import in language as natural person or partnership if not so contained in	will clearly indicate that it is a corp	ORPORATION" or poration instead of a
2. Delaware	3. 22-2209594	
(State or country under the law of which it is incorporate	orated) (FEI nur	nber, if applicable)
4. May 17, 1978	5. Perpetual	
(Date of Incorporation)	(Duration: Year corp. w "perpetual")	ill cease to exist or
6. upon qualification (Date first transacted business in Florida. (SEE S	SECTIONS 607,1501, 607,1502, AND	817.155, F.S.)
7 150 W. Jeffers, Suite 900, Detroit,		, ,
primarily, for marine applications in 8. services relating to the repair and response (Purpose(s) of corporation authorized in home states). Name and street address of Florida register acceptable) Name: Corporation Service	maintenance of such dies e or country to be carried out in the ered agent: (P.O. Box or Ma	el engines. state of Florida)
Office Address: 1201 Hays St	reet	SSEE
Tallahas	, Florida	32301 7 9
10. Registered agent's acceptance:		(Zip Code) ATE
Having been named as registered agent and corporation at the place designated in this registered agent and agree to act in this capacall statutes relative to the proper and complete and accept the obligations of my position as regional complete. Corporation Service Corporation Service Registered	application, I hereby acceptity. I further agree to comply e performance of my duties, agistered agent.	ot the appointment as with the provisions of
11 Attached is a certificate of existence duly a) days prior to

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: (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: B. OFFICERS (Street address only- P. O. Box NOT acceptable) President: See attached officers/directors rider Address: Vice President: Address: _ Secretary: Treasurer: Address: ____ NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

(Typed or printed name and capacity of person signing application)

14. Juergen Neidhardt, President

MTU NORTH AMERICA, INC.

RIDER

Officers:

Juergen Neidhardt (President, Chief Executive Officer and Treasurer) 150 W. Jefferson, Suite 900 , Detroit, Michigan 48226

Juergen Randhahn (Chairman) 150 W. Jefferson, Suite 900 Detroit, Michigan 48226

Lothar Holder (Chief Administrative Officer and Secretary) 150 W. Jefferson, Suite 900 Detroit, Michigan 48226

Directors:

Juergen Neidhardt 150 W. Jefferson, Suite 900 Detroit, Michigan 48226

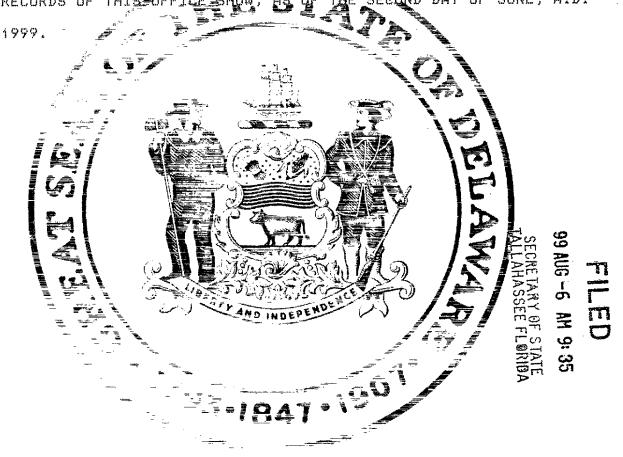
Juergen Randhahn 150 W. Jefferson, Suite 900 Detroit, Michigan 48226

Lothar Holder 150 W. Jefferson, Suite 900 Detroit, Michigan 48226 99 AUG -6 AM 9: 35
SECNETARY OF STATE
AND AHASSEE FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MTU NORTH AMERICA, 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 SECOND DAY OF JUNE, A.D.





Edward J. Freel, Secretary of State

AUTHENTICATION:

9781208

991220960

0854362 8300

DATE:

06-02-99