

F00000002971



ACCOUNT NO. : 072100000032

REFERENCE : 690212 162929A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

RECEIVED
DIVISION OF CORPORATIONS
00 MAY 15 AM 8:47

ORDER DATE : May 8, 2000

ORDER TIME : 10:35 AM

ORDER NO. : 690212-015

400003253624--1

CUSTOMER NO: 162929A

CUSTOMER: Mr. David Black
Schoeman Updike & Kaufman LLP
60 East 42nd Street

New York, NY 10165-0006

FOREIGN FILINGS

NAME: NABS, INC.

RECEIVED
00 MAY 15 PM 3:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

(8)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

372 5/15



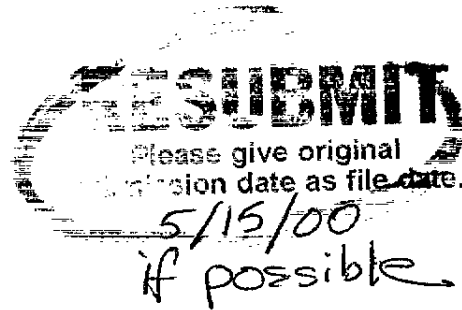
FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 16, 2000

TAMARA ODOM
CSC
TALLAHASSEE, FL

SUBJECT: NABS, INC.
Ref. Number: W00000012677



We have received your document for NABS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

NS 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.

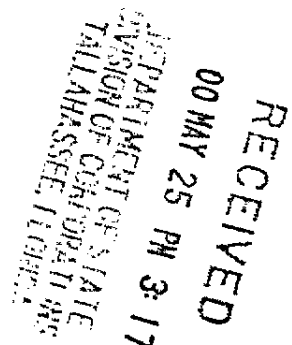
Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

~~Buck Kohr~~
Corporate Specialist

Letter Number: 700A00027354



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STATE STREET
CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned JACOB LAUFER, do hereby certify
(Name)

that this Resolution of the Board of Directors of NABS, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of NEW YORK

was duly adopted on MAY 1, 2000

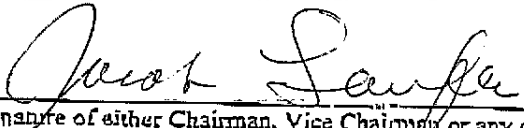
Be it resolved, that NABS, INC.

(Corporate Name)

organized and existing in the State of NEW YORK, hereby adopts the name

NABS - NORTH AMERICAN BOLT & SCREW, INC. for use in Florida.

Dated: May 18, 2000


Signature of either Chairman, Vice Chairman or any officer

JACOB LAUFER

Type or print Name

00 MAY 15 AM 8:47
SECRET
INVESTIGATIVE OPERATIONS

UNANIMOUS WRITTEN CONSENT TO
ACTIONS TAKEN BY THE
DIRECTORS OF NABS, INC.

The undersigned, being all of the Directors of NABS, INC. (the "Corporation"), a New York corporation, hereby consent, pursuant to Section 708 of the Business Corporation Law, to the taking of the actions described in the resolutions set forth below and such resolutions shall constitute resolutions and actions duly adopted and taken by the Board of Directors without a meeting as of May 1, 2000.

WHEREAS, the Corporation intends to open a facility in St. Petersburg, Florida;

NOW, THEREFORE, it is

RESOLVED, that the Corporation's execution and delivery of a lease for the use and occupancy of certain premises located in the State of Florida be and hereby is ratified and approved in all respects.

RESOLVED, that the Corporation execute, deliver and file such documents as may be required to authorize the Corporation to conduct business in the State of Florida and to enter into a lease for the use and occupancy of certain premises located in St. Petersburg, Florida on such terms as the Corporation, with the advise of counsel, deems necessary or appropriate in connection therewith.

RESOLVED, that Jack Laufer, in his capacity as President of the Corporation, and/or Samuel P. Laufer, in his capacity as Executive Vice President of the Corporation be, and each of them hereby is authorized and directed, in the name and on behalf of the Corporation, to execute and deliver such applications for authority to do business in Florida and such lease for the St. Petersburg, Florida facility as each of them, with the advice of counsel, may deem necessary or desirable to conduct business in the State of

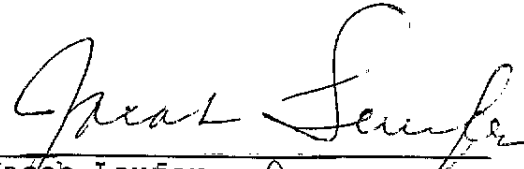
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Florida and to open the St. Petersburg, Florida facility.

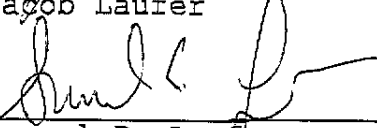
RESOLVED, that the President, Executive Vice President and Assistant Secretary, and other officers of the Corporation be, and each of them hereby are, jointly and severally authorized and directed to execute and deliver such other agreements, documents, certificates, and instruments, and to do such other acts, as are reasonably necessary or desirable to carry out the purpose and intent of the foregoing resolutions, and the execution and delivery of such documents, agreements, certificates, and instruments, and the doing of such acts, shall be deemed conclusive evidence of the reasonable necessity of the execution and delivery of such agreements, documents, certificates, and instruments, and the doing of such acts.

This Consent shall be filed with the Minutes of the Corporation.

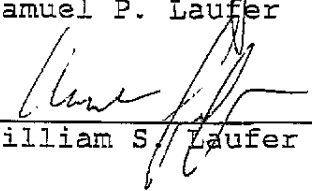
Dated as of May 1, 2000



Jacob Laufer



Samuel P. Laufer



William S. Laufer

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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DEPARTMENT OF STATE
00 MAY 95 AM 8:47
DIVISION OF CORPORATIONS

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. NABS, 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. New York
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 1/15/53
(Date of incorporation)
5. Perpetual
(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. 41 Worth Street
New York, New York 10013
(Current mailing address)
8. any lawful act or activity
(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: 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 Butler
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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FEDERAL BUREAU OF INVESTIGATION

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

Director Jacob Laufer

Address: 41 Worth Street

New York, New York 10013

Director Samuel P. Laufer

Address: 41 Worth Street

New York, New York 10013

Director: William S. Laufer

Address: 41 Worth Street

New York, New York 10013

Director:

Address:

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

President: Jacob Laufer

Address: 41 Worth Street, New York, New York 10013

Vice President: Samuel P. Laufer

41 Worth Street, New York, New York 10013

Vice President: William S. Laufer

Address: 41 Worth Street, New York, New York 10013

Secretary: Edith Laufer

Address: 41 Worth Street, New York, New York 10013

Treasurer: Jacob Laufer

Address: 41 Worth Street, New York, New York 10013

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. Jacob Laufer, President

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

**State of New York
Department of State**

ss:

I hereby certify, that the Certificate of Incorporation of NABS, INC. was filed on 01/15/1953, under the name of NORTH AMERICAN BOLT & SCREW CO., INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following

A Certificate of Merger was filed on 12/18/1986.

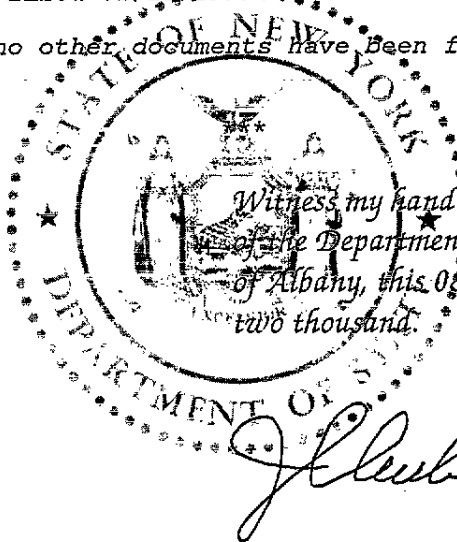
A Certificate of Merger was filed on 06/27/1987.

A Biennial Statement was filed 04/18/1997.

A Certificate of Amendment NORTH AMERICAN BOLT & SCREW CO., INC., changing its name to NABS, INC., was filed 12/10/1997.

A Biennial Statement was filed 01/25/1999.

I further certify, that no other documents have been filed by such Corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of May
two thousand

Special Deputy Secretary of State

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