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JOEL BERNSTEIN, ESQ., P.A.

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April 10, 2000

Qualification/Tax Lien Section
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Application by Foreign Corporation for Authorization to Transact
Business in Florida for Trace Analytical, Inc.

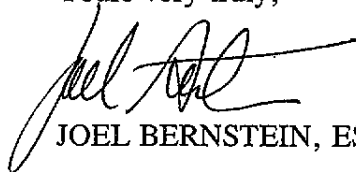
Greetings:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact
Business in Florida for Trace Analytical, Inc. We enclose the original Good Standing Certificate.

Also, please find enclosed our check in the amount of \$70 to cover the filing fee.

Please return a copy to us for our files.

Yours very truly,


JOEL BERNSTEIN, ESQ.

JB:jm
enc.

cc: Wendy Fitzloff
Steve Dayton

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TALLAHASSEE FLORIDA

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TRACE ANALYTICAL, INC.
(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:

WENDY FITZLOFF
(Name of Person)
TRACE ANALYTICAL, INC.
(Firm/Company)
3517-A Edison Way
(Address)
Menlo Park, CA 94025
(City/State/Zip)

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

WENDY FITZLOFF at (650) 364-6895
(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

FT

**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. TRACE ANALYTICAL, 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. CALIFORNIA 3. 77-0470487
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 4, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. TRACE ANALYTICAL, INC.

3517-A EDISON WAY, MENLO PARK, CA 94025
(Current mailing address)

8. MENLO PARK, CA 94025
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

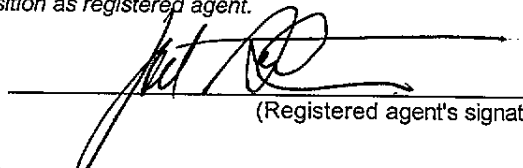
Name: JOEL BERNSTEIN

Office Address: 11900 BISCAYNE BLVD. SUITE 604

MIAMI, Florida, 33181
(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.


(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Massimo della PortaAddress: Viale Italia 7720020 Lainate (Milan), ItalyVice Chairman: Paolo della PortaAddress: Viale Italia 7720020 Lainate (Milan), ItalyDirector: Giulio CanaleAddress: Viale Italia 7720020 Lainate (Milan), ItalyDirector: Bruno FerrarioAddress: Viale Italia 7720020 Lainate (Milan) Italy**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Bruno FerrarioAddress: Viale Italia 7720020 Lainate (Milan), Italy~~Vice President~~ CEO: Clinton OlanderAddress: 3517-A Edison WayMenlo Park, CA 94025Secretary: Luca CoccioliAddress: Viale Italia 7720020 Lainate (Milan), Italy~~Treasurer~~ CFO: Giuseppe RolandoAddress: Viale Italia 7720020 Lainate (Milan), Italy**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. CLINT OSTRANDER CEO

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 4th day of November, 19 97,

TRACE ANALYTICAL, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

March 31, 2000



Bill Jones

Secretary of State