

Document Number
F00000005044

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****78.75 *****78.75

CORPORATION(S) NAME

Onyx North America Corp.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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FILE SECOND

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RECEIVED
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JK 9/7

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Onyx North America Corp.
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

- 4. August 29, 2000 5. Perpetual
(Date of incorporation) (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. One Honey Creek Corporate Center
125 South 84th Street, Suite 200, Milwaukee, WI 53214
(Current mailing address)

- 8. Any lawful purpose
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System
Jennifer Morcia
(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: Denis Gasquet

Address: c/o General Counsel, Onyx North America Corp., 3225 Aviation Avenue,
4th Floor, Miami, Florida 33133

Director: Henri Proglia
~~Vice Chairman:~~

Address: c/o General Counsel, Onyx North America Corp., 3225 Aviation Avenue,
4th Floor, Miami, Florida 33133

Director: Gustave Kuch

Address: c/o General Counsel, Onyx North America Corp., 3225 Aviation Avenue,
4th Floor, Miami, Florida 33133

Director: Eric Marie de Ficquelmont

Address: c/o General Counsel, Onyx North America Corp., 3225 Aviation Avenue,
4th Floor, Miami, Florida 33133 (For additional directors - see attached addendum)

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

President: Bill Dietrich

and Chief Executive Officer Address: c/o Onyx North America Corp., One Honey Creek Corporate Center,
125 South 84th Street, Suite 200, Milwaukee, WI 53214

Vice President: (see attached addendum)

Address: _____

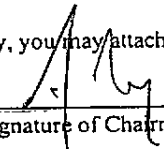
Secretary: George Farr

Address: c/o General Counsel, Onyx North America Corp., 3225 Aviation Avenue,
4th Floor, Miami, Florida 33133

Treasurer: George Farr

Address: c/o General Counsel, Onyx North America Corp., 3225 Aviation Avenue,
4th Floor, Miami, Florida 33133

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. FREDRIC M. SKOPP, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

ADDENDUM

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A. Additional Directors:

Bill Dietrich
Director
c/o Onyx North America Corp.
One Honey Creek Corporate Center
125 South 84th Street, Suite 200
Milwaukee, WI 53214

Andy Seidel
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Nick de Benedetis
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Doug Dean
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

B. Additional Officers:

George Farr
Executive Vice President,
Chief Financial Officer, Secretary and
Treasurer
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Eduoard Dupont-Madinier
Senior Vice President
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Paul Jenks
Senior Vice President
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Steve Townsend
Vice President
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Fredric Skopp
Vice President and Assistant Secretary
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Scott Cramer
Assistant Secretary
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

(Additional officers continued)

Karen Loth
Vice President - Finance
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Marty Demeter
Vice President - Human Resources
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Peter Mattern
Vice President - Risk Management and
Safety
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

Jeffrey Meredith
Vice President - Market Development
c/o General Counsel
Onyx North America Corp.
3225 Aviation Avenue, 4th Floor
Miami, Florida 33133

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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 "ONYX NORTH AMERICA CORP." 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 THIRTIETH DAY OF AUGUST, A.D. 2000.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0649323

DATE: 08-30-00

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