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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 841592 7124620

AUTHORIZATION : *Patricia Pigjott*

COST LIMIT : \$ 70.00

FILED
00 SEP 28 PM 3:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : September 25, 2000

ORDER TIME : 9:55 AM

ORDER NO. : 841592-030

700003407837--1

CUSTOMER NO: 7124620

CUSTOMER: Ms. Kristine Moore
Triumph Group, Inc.
Four Glenhardie Corporate Ctr.
1255 Drummers Lane, Suite 200
Wayne, PA 19087

FOREIGN FILINGS

NAME: TRIUMPH METALS GROUP SALES CO.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXT 1133

RECEIVED
00 SEP 28 AM 10:56
DIVISION OF CORPORATION

Be 9/28

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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FLORIDA

1. Triumph Metals Group Sales Co.
(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. 23-3052701
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 24, 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. 8687 South 77th Ave.
Bridgeview, IL 60455-1891
(Current mailing address)
Sales Company To engage in any act or activity for which corporations may be organized.
8. _____
(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.

Corporation Service Company

By: Carol Dolor
(Registered agent's signature)

Carol Dolor : Assistant Vice President

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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TALLAHASSEE, FLORIDA

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

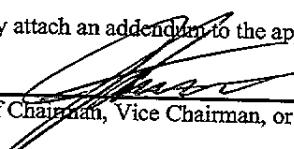
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. John R. Bartholdson, Vice President

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Triumph Metals Group Sales Co.

List of Officers

Name: John W. Malec **Title:** President
Bus. Addr.: c/o Triumph Industries, Inc. 8687 South 77th Ave., Bridgeview, IL 60455

Name: John R. Bartholdson **Title:** Vice President
Bus. Addr.: c/o Triumph Group, Inc. 1255 Drummers Lane, Suite 200, Wayne, PA 19087

Name: Richard M. Eisenstaedt **Title:** Secretary
Bus. Addr.: c/o Triumph Group, Inc. 1255 Drummers Lane, Suite 200, Wayne, PA 19087

Name: Richard C. III **Title:** Chariman
Bus. Addr.: c/o Triumph Group, Inc. 1255 Drummers Lane, Suite 200, Wayne, PA 19087

Name: Kevin E. Kindig **Title:** Ass. Secretary
Bus. Addr.: c/o Triumph Group, Inc. 1255 Drummers Lane, Suite 200, Wayne, PA 19087

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TALLAHASSEE, FLORIDA

List of Directors

Name: Richard C. III **Term:** Apr 01, 2001
Bus. Addr.: c/o Triumph Group, Inc. 1255 Drummers Lane, Suite 200, Wayne, PA 19087

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE
DELAWARE, DO HEREBY CERTIFY "TRIUMPH METALS GROUP SALES CO.
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 TWENTY-SIXTH DAY OF
SEPTEMBER, A.D. 2000.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0696257

DATE: 09-26-00

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SECRETARY OF STATE
FLORIDA