

F0000000 7140

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CPM International Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

000003462180--5
-11/13/00--01150--015
*****78.75 *****78.75

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:

W - 27603

Jan de Keyzer
(Name of Person)

CPM International Inc.
(Firm/Company)

603 Blue Lake Drive
(Address)

Longwood Florida 32779
(City/State and Zip code)

For further information concerning this matter, please call:

Peter Bradley at (617) 742-8322
(Name of Person) (Area Code & Daytime Telephone Number)

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00 DEC 26 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ymh
12/26

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 20, 2000

IAN DE KEYZER
603 BLUE LAKE DRIVE
LONGWOOD, FL 32779

SUBJECT: CPM INTERNATIONAL INC
Ref. Number: W00000027503

We have received your document for CPM INTERNATIONAL INC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 600A00059375

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TALLHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2000

IAN DE KEYZER
603 BLUE LAKE DRIVE
LONGWOOD, FL 32779

SUBJECT: CPM INTERNATIONAL INC
Ref. Number: W00000027503

We have received your document for CPM INTERNATIONAL INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can add any word to the name which is available, but the word Florida.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00062264

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
90 DEC 26 AM 9:33

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned SCOTT W. CULLEN, do hereby certify
(Name)

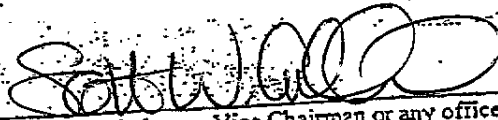
that this Resolution of the Board of Directors of CPM International, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of VIRGINIA,
was duly adopted on November 30th, 2000.

Be it resolved, that CPM International, Inc
(Corporate Name)

organized and existing in the State of VIRGINIA, hereby adopts the name
CPM International Consultants, Inc. for use in Florida

Dated: 11/30/00



Signature of either Chairman, Vice Chairman or any officer

SCOTT W. CULLEN

Type or print Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. CPM International Incorporated
(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. Virginia 3. 54-1823764
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 22 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 1st 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 113 South West St. Alexandria Virginia 22314
(Principal office address)

113 South West St. Alexandria Virginia 22314
(Current mailing address)

8. Consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

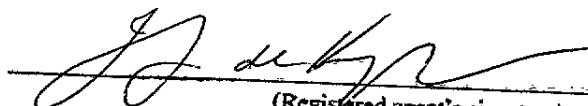
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Jan de Keyser

Office Address: 498 Palm Springs Drive, Suite 100
Altamonte Springs, Florida 32701
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Scott Cullen

Address: 2708 Mosby Street

Alexandria VA 22305

Vice President: Peter Bradley

Address: 120 Commercial Street Apartment 5-3

Boston MA 02109

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Peter O. Bradley

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PETER BRADLEY Vice President

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

C.P.M. INTERNATIONAL, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 22, 1996.

Nothing more is hereby certified.

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TALLAHASSEE, FLORIDA

*Signed and Sealed at Richmond on this Date:
October 23, 2000*



Joel H. Peck
Joel H. Peck, Clerk of the Commission