# CORPORATION(S) NAME

Knorr Capital Partner, Inc.		
· · · · · · · · · · · · · · · · · · ·		
···		
		000003810390: -03/07/0101076003
		*****78.75 *****78.75
<b>√</b> Profit		
	() Amendment	() Merger
() Nonprofit		
Foreign	() Dissolution/Withdrawal	() Mark
() T	() Reinstatement	
() Limited Partnership	() Annual Report	() Other
()LLC	() Name Registration	() Change of RA
	() Fictitious Name	() UCC
Certified Copy	() Photocopies	() CUS
		201 201 SUF
() Call When Ready	() Call If Problem	() After 4:30 S
(x) Walk In	() Will Wait	(x) Pick Up
() Mail Out		
Name	3/7/01	Order#: 37658
Availability		Order#: 37658
Document		43 35
Examiner		Ref#:
Updater		
Verifier		<b>.</b>
W.P. Verifier	. "	Amount: \$ \( \overline{\Sigma}_{\sigma} \)
		Amount: 5 S S S
		29 3

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

# 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.	pital Partner, Inc.
(Name of corpor	ration; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or
words or abbrev	iations of like import in language as will clearly indicate that it is a corporation instead of a
natural person of	r partnership if not so contained in the name at present.)
2. Delaware	3. 74-298166
(State or country	y under the law of which it is incorporated)  3. 74-298166  (FEI number, if applicable)
4. 01/24/01	5. Perpetual
(Date	e of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6.	upon qualification
	transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7 7 Faneuil	Hall Marketplace, 3rd Floor, Boston, MA 02109-1649
·	
2135 dela	Montagne, Montreal, Quebec, Canada H3G 1Z8  (Current mailing address)
	the state of the s
1	ture management and consulting (s) of corporation authorized in home state or country to be carried out in state of Florida)
8. <u>vent</u>	ture management and consulting (s) of corporation authorized in home state or country to be carried out in state of Florida)
(Purpose(	s) of corporation authorized in notice state of country to be carried out in state of Floridal)
9. Name and str	reet 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:
×* 1 7	ed as registered agent and to accept service of process for the above stated corporation at the place designated is
this application. I	ed as registered agent and to accept service of process for the above stated corporation at the place acsistance is hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply
with the provision	is of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accep
the obligations of	my position as registered agent.  C T Corporation System
	Michael E. Jones
	(Registered agent's signature) Assistant Secretary
11 A++1	certificate of existence only authenticated, not more than 90 days prior to delivery of this application to the
Department of Sta	tte, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law o

which it is incorporated.

<sup>12.</sup> Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 - 9/2/99 CT System Online

Chairman: see attached officers/direc	tors rider	
Address:		
Vice Chairman:		
Address:		
Director:	*	
Address:		
Director:	<del>.</del>	
Address:		78 9
		E A T
B. OFFICERS (Street address only - P.O. Box N	(OT acceptable)	100 To 17
President: <u>see attached officers/dire</u>	ectors rider	Fig. 3.
Address:		<u> </u>
		IOT.
Vice President:		
Address:		
Secretary:		····
Address:		
		<del></del>
Treasurer:		
Address:		
		<del></del> ·
NOTE: If necessary, you may attach an addendum to the	he application listing additional officers	and/or directors.
13.		
	n, or any officer listed in number 12 of t	ne application)
14 Neil R. Hindle, Vice President.	Secretary and Treasurer	

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

FL019 - 9/2/99 C T System Online

### Officers/Directors Rider

### to

# Application by Foreign Corporation for Authorization to Transact Business in Florida

### Officers:

	Name	Business Address
President	Patrick Lavoie	2135 de la Montagne Montréal, Québec H3G 1Z8 Canada
Vice President, Secretary and Treasurer	Neil R. Hindle	2135 de la Montagne Montréal, Québec H3G 1Z8 Canada

Rückertstrasse 1 Munich 80336 Germany

### **Directors:**

Name	Business Address
Patrick Lavoie	2135 de la Montagne Montréal, Québec H3G 1Z8 Canada
Neil R. Hindle	2135 de la Montagne Montréal, Québec H3G 1Z8 Canada
Boris Mariacher	c/o Knorr Capital Partner AG



### State of Delaware

### PAGE 1

## Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNORR CAPITAL PARTNER, INC." 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 2001.

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





Darriet Smith Windson, Secretary of State

3347994 8300

AUTHENTICATION: 0938938

010043425

DATE: 01-26-01