



F01000004761

ACCOUNT NO. : 072100000032

REFERENCE : 445599 4804310

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
AUG 30 PM 4:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : August 27, 2001

ORDER TIME : 10:48 AM

ORDER NO. : 445599-010

CUSTOMER NO: 4804310

300004564129--8

CUSTOMER: Douglas Chini, Legal Asst
Alston & Bird LLP
90 Park Avenue
14th Floor
New York, NY 10016-1387

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 30 AM 11:30

NOT ENTERED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

NAME: TEKA U.S.A., INC.

(Handwritten signatures and initials)

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea--ext #1114

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

01 AUG 30 PM 4:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 30, 2001

SARA LEA
CSC
TALLAHASSEE, FL

SUBJECT: TEKA U.S.A., INC.
Ref. Number: W01000020330

We have received your document for TEKA U.S.A., INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned 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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 001A00049539

2001 SEP -7 PM 1:41
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
SUFFICIENCY OF FILING
TO ACKNOWLEDGE
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RESUBMIT
Please give original
submission date as file date.

RESOLUTION OF BOARD OF DIRECTORS

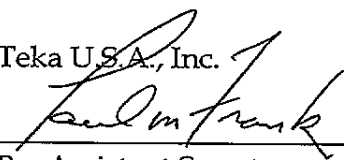
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Assistant Secretary, do hereby certify that this Resolution of the Board of Directors of Teka U.S.A., Inc. a corporation duly organized and existing under the laws of the State of New York, was duly adopted on August 31, 2001.

Be it resolved, that Teka U.S.A., Inc., organized and existing in the State of New York, hereby adopts the name "Teka, Inc." for use in the state of Florida.

Date: August 31, 2001

Teka U.S.A., Inc.


By: Assistant Secretary
Paul M. Frank

**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

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TALLAHASSEE, FLORIDA

1. Teka U.S.A., 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. New York 3. 13-3981410
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/18/1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(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. Teka USA, Inc., 295 Fifth Avenue, Suite 1216, New York, NY 10016
(Principal office address)
Same as Above
(Current mailing address)
8. Operate sales office for parent company
(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
(City) (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

Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap
as its agent

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

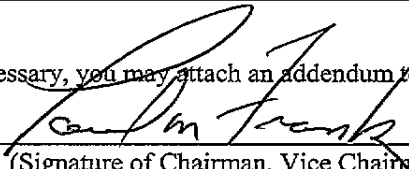
Secretary: _____

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. Paul M. Frank, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Teka U.S.A., Inc.

Officers

Title	Name	No. & Street	City	State/Country	Zip
President & Treasurer	Frederico Kuehnrich Neto	Rua Paulo Kuhnrich, 68	Blumenau	Santa Catarina, Brazil	C.P. 59 89052-900
Vice President & Secretary	Reimund G. Manneck	295 Fifth Avenue, Suite 1216	New York	NY	10016
Assistant Secretary	Paul M. Frank	c/o Alston & Bird LLP (NY) 90 Park Ave	New York	NY	10016

Board of Directors

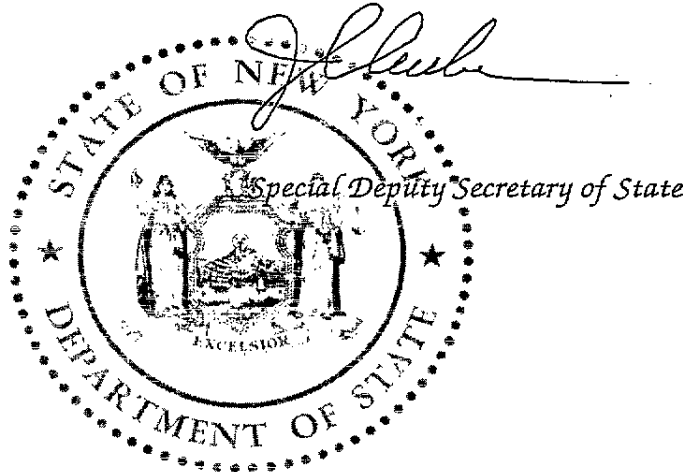
Title	Name	No. & Street	City	State/Country	Zip
Sole Director	Frederico Kuehnrich Neto	Rua Paulo Kuhnrich, 68	Blumenau	Santa Catarina, Brazil	C.P. 59 89052-900

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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State of New York | ss:
Department of State

I hereby certify, that the Certificate of Incorporation of TEKA U.S.A., INC. was filed on 11/18/1997, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of August
two thousand and one.*



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