

F01000005550

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NOK Incorporated.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Mie Igarashi

(Name of Person)

KPMG LLP

(Firm/Company)

303 Peachtree Street, NE, Suite 2000

(Address)

Atlanta, GA 30308

(City/State and Zip code)

For further information concerning this matter, please call:

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-05/10/01--01112--017
*****78.75 *****78.75

Mie Igarashi

(Name of Person)

at (404) 222-3212

(Area Code & Daytime Telephone Number)

W01-10950

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

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 & 10/24
Certified Copy

FILED
01 OCT 24 AM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2001

MIE IGARASHI
303 PEACHTREE STREET NE, STE 2000
ATLANTA, GA 30308

SUBJECT: NOK, INC.
Ref. Number: W01000010955

We have received your document for NOK, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 101A00029395

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SECRETARIAT
TALLAHASSEE, FLORIDA



303 Peachtree Street, N.E.
Suite 2000
Atlanta, GA 30308

Telephone 404 222 3000
Fax 404 222 3050

September 17, 2001

PRIVATE & CONFIDENTIAL

Mr. Michael Mays
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Taxpayer: NOK, Inc.
FID: 95-2544561
Letter Number: 101A00029395

Dear Mr. Mays:

We are responding on behalf of the above referenced taxpayer to your letter dated May 15, 2001. A copy of the letter is enclosed for your reference. Pursuant to the letter, \$2,300 is due in penalty fees and annual report/uniform business report fees due to transaction of business in Florida prior to qualification.

The taxpayer is a U.S. holding company which owns a 25% interest in the Freudenberg-NOK General Partnership (FNGP). FNGP began business in Florida in September 1999. The taxpayer was not made aware of this until March 2000 when it obtained information from FNGP for purposes of extension filings. Since the taxpayer does not directly conduct business in Florida, they did not know of the registration requirements in Florida. The taxpayer, along with the other partner in FNGP, is now trying to comply with such requirements. Based on the taxpayer's lack of direct contact with the State of Florida and delay in notification of Florida activity, we respectfully request abatement of the penalties for transaction of business prior to qualification. It was not the taxpayer's intention to try to circumvent any registration requirements.

If you have any questions regarding this matter, please call me at 404-222-3204. Thank you for your consideration of this matter.

Respectfully submitted,

KPMG LLP

Laura M. Hatcher
Senior Manager

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Enclosure

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CLERK OF STATE
TALLAHASSEE, FLORIDA



**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. NoK 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. Nevada 3. 95-2544561
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/19/68 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/99
(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. % Hideo Hakada, 303 Peachtree Street NE, Suite 2000, Atlanta, GA 303
(Principal office address)
- Same as above.
(Current mailing address)

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

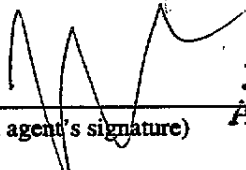
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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SECRETARY OF STATE
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)

JENNIFER F AULTMAN
ASSISTANT SECRETARY

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: N/A

Address: I

Vice Chairman: N/A

Address: I

Director: Goro Tsuru

Address: NOK Corporation, 1-12-15 Shiba-Daimon,
Minato-Ku, Tokyo 105, Japan

Director: N/A

Address: I

B. OFFICERS

President: Masato Tsuru

Address: NOK Corporation, 1-12-15 Shiba-Daimon,
Minato-Ku, Tokyo 105 Japan

Vice President: N/A

Address: I

Secretary: Shiro Uii

Address: Freudenberg-NOK General Partnership, 47690 East Anchor Court,
Plymouth, MI 48170

Treasurer: Kunihiko Soga

Address: NOK Corporation, 1-12-15 Shiba-Daimon, Minato-Ku, Tokyo 105
Japan

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

13. Kunihiko Soga

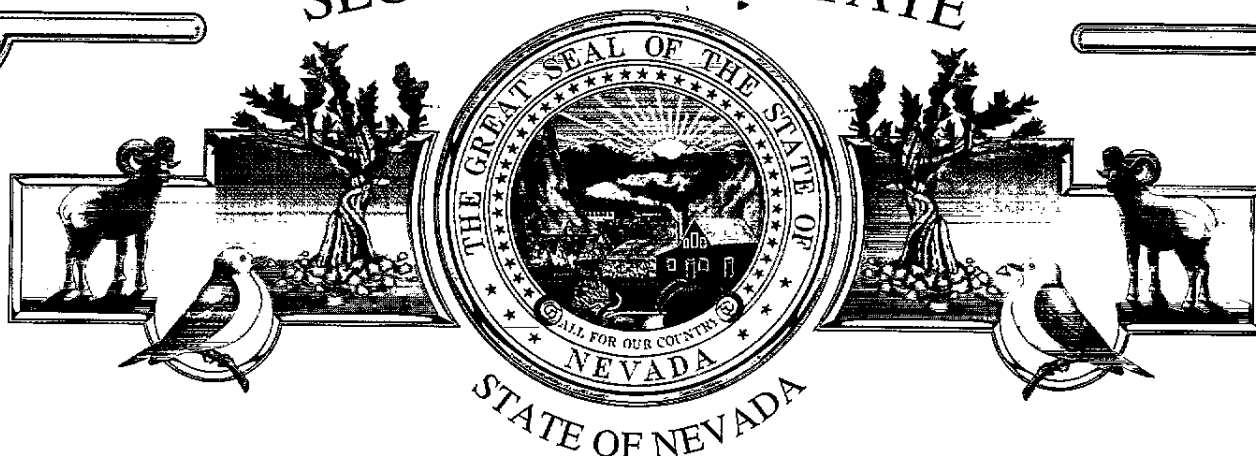
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kunihiko Soga

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

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01:24 AM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NOK INCORPORATED**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 19, 1968, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 13, 2001.

Dean Heller

Secretary of State

By

C. Teig
Certification Clerk



FILED
OCT 24 AM 11:52
SECRETARY OF STATE
CARSON CITY, NEVADA