



FILING & SEARCH SERVICES, INC.
 5 East Park Avenue
 Tallahassee, Florida 32301
 (904) 611-5211

F02000000071

HOLD
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 UCC SERVICES
 OFFICE USE ONLY

January 7, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Stahl (USA), Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

6

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

FILED
 JAN -7 AM 11:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 JAN -7 AM 10:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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BK

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 *****70.00 *****70.00

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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1. Stahl (USA) 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. Delaware 3. 04-3584961
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 28, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(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. 13 Corwin St., Peabody, MA 01960
(Principal office address)

(Current mailing address)

8. To engage in any lawful act or activity
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.

By: 
(Registered agent's signature) GARY SHERMAN, ASST. 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: See attached schedule

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached schedule

Address: _____

Vice President: _____

Address: _____

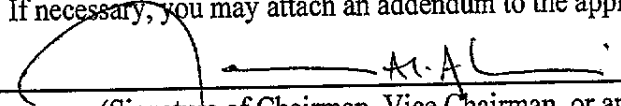
Secretary: _____

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. Mamoun Askari, Secretary
(Typed or printed name and capacity of person signing application)

**The Officers of
Stahl (USA) Inc.**

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Officer, Title, Address

Philippe Marinos Costeletos, President, c/o InvestCorp International Limited, 48 Grosvenor St., London, UK W7Y 6DH

Mamoun Askari, Vice President and Secretary, c/o InvestCorp., 280 Park Avenue, New York, NY 10017

Ellen M. Joyce, Assistant Secretary, c/o Stahl (USA) Inc., 13 Corwin Street, Peabody, MA 01960

**The Directors of
Stahl (USA) Inc.**

Director, Title, Address

Philippe Marinos Costeletos, President, c/o InvestCorp International Limited, 48 Grosvenor St.,
London, UK W7Y 6DH

Mamoun Askari, Secretary, c/o InvestCorp., 280 Park Avenue, New York, NY 10017

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Delaware

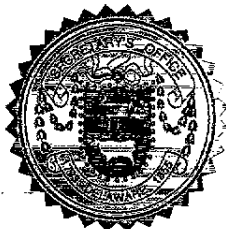
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE DELAWARE, DO HEREBY CERTIFY "STAHL (USA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STAHL (USA) INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2001.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1536605

DATE: 01-02-02