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02 NOV 27 PM 01:50/ED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

November 27, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5732078 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Baumann Springs North America, Inc. (NC)
Qualification
Florida

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02 NOV 27 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

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. Baumann Springs North America, 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. North Carolina
(State or country under the law of which it is incorporated)
3. 56-2302408
(FEI number, if applicable)
4. November 6, 2002
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Post Office Box 410167
Charlotte, NC 28241-0167
(Current mailing address)
- a. To engage in the business of making, buying, selling and distributing springs and other personalty of all types.
8. b. To engage in all other type business as are permitted by the Business Corporation Act of North Carolina
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS

ASSISTANT VICE PRESIDENT

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Urs SchaffluetzelAddress: 10710 Southern Loop Blvd.Pineville, NC 28134Vice Chairman: Hans R. RueggAddress: Factory at CH-8734Ermenswil, SwitzerlandDirector: Rudolf ZieglerAddress: Factory at CH-8734Ermenswil, Switzerland

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)~~President~~ President-Treasurer: Urs SchaffluetzelAddress: 10710 Southern Loop Blvd.Pineville, NC 28134~~Vice President~~ Chairman-CEO: Hans R. RueggAddress: Factory at CH-8734Ermenswil, SwitzerlandSecretary: Rudolf ZieglerAddress: Factory at CH-8734Ermenswil, Switzerland~~XXXXXX~~ Asst. Secretary: Lloyd C. CaudleAddress: 2600 Interstate Tower, 121 West Trade StreetCharlotte, NC 28202**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

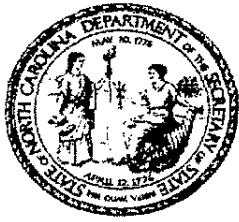
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Lloyd C. Caudle, Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

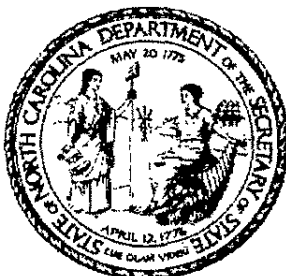
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

BAUMANN SPRINGS NORTH AMERICA, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 6th day of November, 2002, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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SECRETARY OF STATE
TAMM-ALAN-SECRET-FLORIDA



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of November, 2002.

Elaine F. Marshall
Secretary of State