

CT CORPORATION

February 21, 2003

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

Re: Order #: 5792868 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Stainless USA Holding, Inc. (DE)
Withdrawal
Florida

Franke, Inc. (DE)
Qualification
Florida

File 2nd

Franke, Inc. (DE)
Misc - Foreign Corporate Filing - File Application for Registration of
Fictitious Name changing the owner of Stainless Incorporated from Stainless USA
Holdings Inc to Franke, Inc.
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.

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

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Franke, Inc.
(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:

 John D. Wallen, Esq.
(Name of Person)

 Pepper Hamilton LLP
(Firm/Company)

 1201 Market Street, Suite 1600
(Address)

 Wilmington, Delaware 19899
(City/State and Zip code)

RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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For further information concerning this matter, please call:

 John D. Wallen, Esq. at (302) 777-6502
(Name of Person) (Area Code & Daytime Telephone Number)

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 & Certified Copy

**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. Franke, 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. 23-2067647
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/14/78 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 12/31/02
(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. 305 Techpark Drive, Laverge, TN 37086
(Principal office address)
- same as above
(Current mailing address)
8. Any and all purposes allowed under Florida law
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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TALLAHASSEE 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)

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.

Kathryn A. Widdow *Special Assistant Secretary*
(Registered agent's signature)

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: Hans J. Ott

Address: One Stainless Plaza
Deerfield Beach, FL 33441-4798

Vice Chairman: _____

Address: _____

Director: Daniel H. Schneider

Address: One Stainless Plaza
Deerfield Beach, FL 33441-4798

Director: _____

Address: _____

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SECRETARY
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Hans J. Ott

Address: One Stainless Plaza
Deerfield Beach, FL 33441-4798

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Daniel H. Schneider

Address: One Stainless Plaza, Deerfield Beach, FL 33441-4798

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

13. D. H. Schneider
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel H. Schneider Secretary / Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

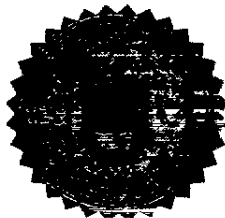
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANKE, 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 TWENTIETH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0851012 8300

AUTHENTICATION: 2266976

030110855

DATE: 02-20-03