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FOREIGN PROFIT/NONPROFIT CORPORATION

Scheidt & Bachmann USA, Inc.

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CT CORPORATION SYSTEM

PAGE 001/001 Florida Dept of State

PAGE 02/05



May 10, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: SCHMIDT & BACHMANN USA INC.
REF: W06000021663

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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Loria Poole
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**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. Scheidt + Bachmann USA, Inc
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 75-2605586
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/26/1995 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 31 North Avenue Burlington MA 01803
(Principal office address)
31 North Avenue Burlington MA 01803
(Current mailing address)

8. Fare collection and Parking Equipment
(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 NOT acceptable)

Name: CT Corporation
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.

Connie Bryan

CONNIE BRYAN
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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Herbert Miller
Address: Breite Strasse 13a
D-41238 Mönchengladbach, Germany
Vice Chairman: Gerd Straetener
Address: Breite Strasse 13a
D-41238 Mönchengladbach, Germany
Director: Peter Schneek
Address: Breite Strasse 13a
D-41238 Mönchengladbach, Germany
Director: Matthias Augustyniak
Address: Breite Strasse 13a
D-41238 Mönchengladbach, Germany

B. OFFICERS

President: Erich Horn
Address: 6 Chandler Street
Lexington MA 01801
Vice President: John Mac Donald
Address: 13 Stallbrook Road
Medway MA 02053
Secretary: Frank Willers
Address: 10 Forest Street Lexington MA 02421
Treasurer: _____
Address: _____

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

13. Erich Horn
(Signature of Director or Officer listed in number 12 of the application)
14. Erich Horn, President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

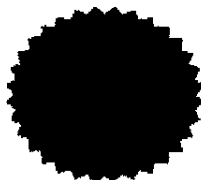
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCHEIDT & BACHMANN USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCHEIDT & BACHMANN USA, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 1995.

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

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

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06 MAY - 9 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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060432348

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4728582

DATE: 05-08-06