

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Stemcor USA 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:

Shakir Yahya
(Name of Person)

Stemcor USA Inc.
(Firm/Company)

350 Fifth Avenue, Suite 7815
(Address)

New York, NY 10118
(City/State and Zip code)

For further information concerning this matter, please call:

Shakir Yahya at (212) 563-0262
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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. Stemcor USA Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 13-3456822
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 23, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 350 Fifth Avenue, Suite 7815, New York, NY 10118
(Principal office address)

350 Fifth Avenue, Suite 7815, New York, NY 10118
(Current mailing address)

8. Steel Trading
(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)

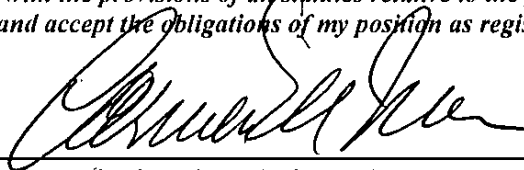
Name: Carmen M. Inman

Office Address: 1250 E. Hallandale Beach Blvd, Suite 1000

Hallandale, Florida 33009
(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.



(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.

FILED
OCT 25 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

See Attached

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

See Attached

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 Director or Officer listed in number 12 of the application)

14. Steven M. Graf, President

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

FILED

06 OCT 25 PM 4: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Ralph Oppenheimer	350 Fifth Avenue, Suite 7815, New York, NY 10118
Philip Edmonds	350 Fifth Avenue, Suite 7815, New York, NY 10118
Julian Verden	350 Fifth Avenue, Suite 7815, New York, NY 10118
David Faktor	350 Fifth Avenue, Suite 7815, New York, NY 10118
David Paul	350 Fifth Avenue, Suite 7815, New York, NY 10118
Steven Graf	350 Fifth Avenue, Suite 7815, New York, NY 10118
Peter Blohm	350 Fifth Avenue, Suite 7815, New York, NY 10118

B. OFFICERS

Steven Graf, President	350 Fifth Avenue, Suite 7815, New York, NY 10118
Peter Blohm, Director	350 Fifth Avenue, Suite 7815, New York, NY 10118
Christopher Williams, VP	350 Fifth Avenue, Suite 7815, New York, NY 10118
Frank Lewitsch, VP	350 Fifth Avenue, Suite 7815, New York, NY 10118
Heiner Harmeyer, VP	350 Fifth Avenue, Suite 7815, New York, NY 10118
Richard Edmonds, VP	350 Fifth Avenue, Suite 7815, New York, NY 10118
Laurie Harrison, VP	350 Fifth Avenue, Suite 7815, New York, NY 10118
Shakir Yahya, Secretary/Treasurer	350 Fifth Avenue, Suite 7815, New York, NY 10118

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

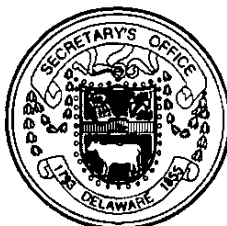
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STEMCOR 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 TENTH DAY OF OCTOBER, A.D. 2006.

FILED
06 OCT 25 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5100276

DATE: 10-10-06