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FOREIGN PROFIT/NONPROFIT CORPORATION

Oracal USA, Inc.

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Help

J. Shivers NOV 07, 2006
11/6/2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ORACAL 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:

Christopher Commander
(Name of Person)

Holland & Knight
(Firm/Company)

50 North Laura Street, Suite 3900
(Address)

Jacksonville, FL 32202
(City/State and Zip code)

For further information concerning this matter, please call:

Christopher Commander at (904) 353-2000
(Name of Person) (Area Code & Daytime Telephone Number)

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New Filing Section
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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

Prepared by Christopher Commander
Florida Bar No. 0082228
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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. ORACAL 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. 35-2237537
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/28/2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 28, 2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7251 Salisbury Road, Jacksonville, Florida 32256
(Principal office address)

7251 Salisbury Road, Jacksonville, Florida 32256
(Current mailing address)

8. To engage in any business or activity permitted under the laws of the United States & the State of Florida.
(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: Interstate Registered Agent Corporation
Office Address: 701 Brickell Avenue, Suite 3000
Miami, Florida 33131
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

Interstate Registered Agent Corporation

By: [Signature]
(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: Holger Loclair

Address: ORAFOL Europe GmbH
Am Biotop 2, 16515 Oranienburg, Germany

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Benjamin J. Philips, III

Address: 7251 Salisbury Road
Jacksonville, Florida 32256

Vice President: _____

Address: _____

Secretary: Randall Mertz

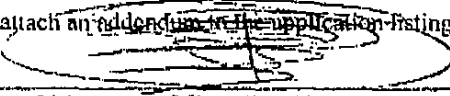
Address: 7251 Salisbury Road, Jacksonville, Florida 32256

Treasurer: Randall Mertz

Address: 7251 Salisbury Road, Jacksonville, Florida 32256

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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. BENJAMIN J. PHILIPS III, 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 "ORACAL 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 NINTH DAY OF OCTOBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ORACAL USA, INC." WAS INCORPORATED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2004.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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060925454

AUTHENTICATION: 5099923

DATE: 10-09-06

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