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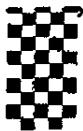
GATSO USA, INC.

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Flor: NO. 195 Sept P. 2/5 state



May 15, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

RESUBMIT
Please give original
submission date as file date.

SUBJECT: GATSO USA, INC.
REF: W08000024377

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

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Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000129332
Letter Number: 308A00031041

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1505, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. GATSO 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

(State or country under the law of which it is incorporated)

3. 75-3249780

(FEI number, if applicable)

4. JUNE 21, 2007

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

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

7. 36 MONUMENT STREET, WENHAM, MA 01984

(Principal office address)

36 MONUMENT STREET, WENHAM, MA 01984

(Current mailing address)

8. IMPORTATION AND LEASING OF TRAFFIC CONTROL 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

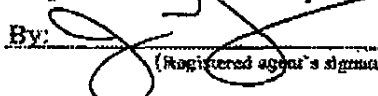
Florida 32301

(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.

Corporation Service Company

By: 

(Registered agent's signature)

**Jeanine Reynolds
as its agent**

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: NIKI TOMAS GATSONIDESAddress: CLAES TILLYWEG 2NL-2031 CW HAARLEM, THE NETHERLANDS

Vice Chairman: _____

Address: _____

Director: TIMO PATRICK JARITS GATSONIDESAddress: CLAES TILLYWEG 2NL-2031 CW HAARLEM, THE NETHERLANDS

Director: _____

Address: _____

B. OFFICERS

President: ANDREW NOBLEAddress: 36 MONUMENT STREETWENHAM MA 01984

Vice President: _____

Address: _____

Secretary: RICHARD KOSINAAddress: 11045 RAINTREE DRIVE, SCOTTSDALE AZ 85267-4317

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. NIKI TOMAS GATSONIDES, CHAIRMAN OF THE BOARD OF DIRECTORS

(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 "GATSO 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 FOURTEENTH DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GATSO USA, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2007.

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.

4375979 8300
080544698



Harriet Smith Windsor
AUTHENTICATED BY: Harriet Smith Windsor, Secretary of State

DATE: 05-14-08