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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

ENCLOSURE 1 2000173
01/20/95 10:00:00
*****70.00 *****70.00

SUBJECT: RANCAL (.U.S.) 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:

Palmer P. Stoutt
(Name of Person)
Rancal (U.S.)
(Firm/Company)
6301 N.W. 5th Ave., Suite 5000
(Address)
Pt. Lauderdale, FL 33309
(City, State and Zip Code)

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DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Bertram S. Halberstadt at (302) 429-7652
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1995

BERTRAM S. HALBERSTADT, P.A.
1200 PENNSYLVANIA AVE.
SUITE 301
WILMINGTON, DE 19806

SUBJECT: RANCEL (U.S.) INC.
Ref. Number: W95000000061

We have received your document for RANCEL (U.S.) INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris

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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. RANCAL (U.S.) 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. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/7/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None to date
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 6301 N.W. 5th Way, Suite 5000
Ft. Lauderdale 33309
(Current mailing address)

8. General as authorized by law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

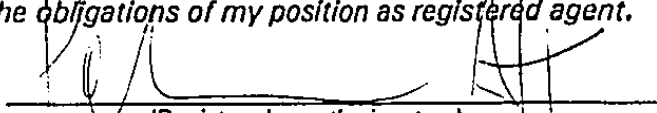
9. Name and street address of Florida registered agent:

Name: Palmer P. Stoutt

Office Address: 6301 N.W. 5th Way
Suite 5000
Ft. Lauderdale, Florida, 33309
(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)
Palmer P. Stoutt

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Palmer P. Stoutt

Address: 6301 NW 5th Way Suite 300
FT Lauderdale FL 33309

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Palmer P. Stoutt

Address: As Above

Vice President: Preston P.H. Stoutt

Address: As Above

Secretary: Preston P.H. Stoutt

Address: As Above

Treasurer: Palmer P. Stoutt

Address: As Above

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

13. Palmer P. Stoutt
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Palmer P. Stoutt
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RANCAL (U.S.) 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 JANUARY, A.D. 1995.

FILED
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DIVISION OF CORPORATIONS
95 JAN 17 PM 2:24



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION

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DATE

01-10-95

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