

F95000000528

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-0298
City State Zip Phone

CORPORATION(S) NAME

RECEIVED
DIVISION OF CORPORATIONS
JAN 31 1989

SEE *amended T.C.*

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> CUS / G/S
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Will Wait	<input type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability
Document Examiner
Updater
Verifier
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W.P. Verifier

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FILE STAMPED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. SRF AMERICAS, 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

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

3. Applied for

(FEI number, if applicable)

4. August 9, 1994

(Date of Incorporation)

5. Perpetual

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

6. Upon Qual.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. c/o Talat M. Ansari, Kelley Drye & Warren

101 Park Avenue, New York, New York 10178

(Current mailing address)

8. To engage in any lawful act or activity permitted under the laws of Delaware and Florida.

(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Van Mae Cummins

(Registered agent's signature) (Officer)

Van Mae Cummins, Asst. Secretary

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: S. Gopalan

Address: 1121 Holland Drive, Suite 32
Boca Raton, Florida 33487

Vice Chairman: _____

Address: _____

Director: Talat M. Ansari

Address: Kelley Drye & Warren
101 Park Avenue, New York, New York 10178

Director: _____

Address: _____

B. OFFICERS

President: S. Gopalan

Address: 1121 Holland Drive, Suite 32
Boca Raton, Florida 33487

Vice President: _____

Address: _____

Secretary: Talat M. Ansari

Address: Kelley Drye & Warren
101 Park Avenue, New York, New York 10178

Treasurer: _____

Address: _____

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

13. *Talut M. Ansari*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Talut M. Ansari, Secretary
(Typed or printed name and capacity of person signing application)

FILED
STATE
SECRETARY OF
CORPORATIONS
DIVISION
JAN 31 PM 4:03

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SRF AMERICAS, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2425178 8300

950019786

AUTHENTICATION

DATE

7387528

01-26-95



THE UNITED STATES
CORPORATION
COMPANY

F95000000528

ACCOUNT NO. : 072100000032

REFERENCE : 225372 4301231

AUTHORIZATION : Patricia Pygott

COST LIMIT : \$ 35.00

FILED
97 JAN 21 PM 2:02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ORDER DATE : January 16, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 225372-005

600002062716--6

CUSTOMER NO: 4301231

CUSTOMER: Ms. Laurette C. Beggins
Kelley, Drye & Warren Llp
101 Park Avenue
Suite 3101
New York, NY 10178

CHANGE OF AGENT

NAME: SRF AMERICAS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

RECEIVED
97 JAN 21 PM 6:30
DIVISION OF CORPORATION

PA Change
1/21/97
PC

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
DELAWARE submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____

SRF AMERICAS, INC.

1b. Date of Incorporation: August 9, 1994 Document number _____

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

S. Gopalan Pres.
SIGNATURE
11/19/96
DATE

S. Gopalan
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY

SIGNATURE By: *Vicki Schreiber*
Vicki Schreiber, Asst Vice President

DATE 1-17-96

FILED
97 JAN 21 PM 2:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE