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TRANSMITTAL LETTER

QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: Erie Copper Works, 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:

Barbara Renstrom
(Name of Person)
Stark & Knoll Co, L.P.A.
(Firm/Company)
76 South Main St. Ste 1512
(Address)
Akron, Ohio 44308
(City, State and Zip Code)

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

Barbara Renstrom at (216) 376-3300, Extension 115
(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

**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. Erie Copper Works, 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. Ohio
(State or country under the law of which it is incorporated)
3. 34-1011-000
(FEI number, if applicable)
4. March 17, 1967
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 230 N. State Rd.
Medina, OH 44258
(Current mailing address)
8. See Attached Exhibit "A"
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: William F. Surgeon, Jr.

Office Address: 1013 Palmar De Ays Drive
Vero Beach, Florida, 32963
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William F. Surgeon, Jr.

Address: 1013 Palmar De Ays Drive
Vero Beach, FL 32963

Director: David A. Surgeon

Address: 7676 Santa Margherita Way
Naples, FL 33942

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: William F. Surgeon, Jr.

Address: 1013 Palmar De Ays Drive
Vero Beach, FL 32963

Vice President: David A. Surgeon

Address: 7676 Santa Margherita Way
Naples, FL 33942

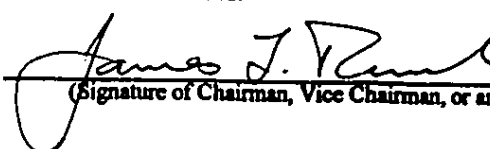
Secretary: James L. Rench

Address: 76 S. Main Street
Akron, OH 44308

Treasurer: _____

Address: _____

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

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

14. James L. Rench, Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

ARTICLES OF INCORPORATION OF ERIE COPPER WORKS, INC.

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The undersigned, all of whom are citizens of the United States desiring to form a corporation for profit under the General Corporation Law of Ohio, do hereby certify as follows:

- 1 - Name. The name of the Corporation is Erie Copper Works, Inc.
- 2 - Location. The location of its principal office is Berea, Cuyahoga County, Ohio.
- 3 - Purposes. The purposes for which it is formed are:
 - (a) to engage in the business of forming and repairing electrical contact surfaces on electrode holders and on other materials requiring such surfaces;
 - (b) to acquire, own, manage, mortgage, pledge, hypothecate, lease as lessor or lessee, transfer and otherwise deal in real and personal property of every kind and wherever situated, or any interest therein; and to manufacture, fabricate, assemble and transport personal property of every kind;
 - (c) to borrow and lend money; provided, however, that the Corporation shall not act as a bank or similar financial institution;
 - (d) to acquire, own, guarantee, pledge, transfer and otherwise deal in shares of stock, including all the shares of other corporations, bonds, debentures, notes, mortgages, land trust certificates and other securities of every kind; provided, however, that all such actions shall be on its own account and not as a dealer in securities;
 - (e) to acquire any part or all of the assets or business, including good will, of any person, trustee, partnership, association, corporation or other entity, whether or not such business is similar to that in which the Corporation is then engaged;
 - (f) to apply for, acquire, own, use, assign, mortgage, grant licenses or other rights therein, transfer and otherwise deal in letters patent, patent rights, licenses, inventions, improvements, processes, copyrights, trade-marks and trade-names;

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- (g) to do all acts permitted to be done by a corporation under the General Corporation Law of Ohio, as now or hereafter in force.

Each purpose specified in this Article 3 is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

4 - Shares. The maximum number of shares which the Corporation is authorized to have outstanding is Five Hundred (500), all of which shall be common shares without par value.

5 - Stated Capital. The amount of stated capital with which the Corporation will begin business is Five Hundred Dollars (\$500.00).

6 - Purchase of Shares. The Corporation, by action of its directors, has the right and authority to purchase any of its outstanding shares at such price and upon such terms as are agreed upon between the Corporation and the selling shareholder, whenever the Corporation has funds legally available for such purchase.

7 - Voting. Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, requiring for any purpose the vote, consent, waiver or release of two-thirds of the shares of any class of the Corporation, such action, unless otherwise expressly required by statute, shall be taken by the vote, consent, waiver or release of three-quarters of the shares of any such class of the Corporation.

8 - Conflict of Interest. A director or officer of the Corporation shall not be disqualified, by his office, from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction of the Corporation be void or voidable or in any way affected or invalidated by reason of the fact that any such director or officer, or any firm of which such director or officer is a member, or any

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show ERIE COPPER WORKS, INC., an Ohio Corporation, Charter No. 359234, principal location in Berea, County of Cuyahoga, incorporated on March 17, 1967, is currently in GOOD STANDING upon the records of this office.



*WITNESS my hand and official
seal at Columbus, Ohio this
24th day of August, A.D., 1995*

Bob Taft

Bob Taft
Secretary of State