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1201 HAYS STREET
TALLAHASSEE, FL 32301
1-222-7474
1-222-0390

800-344-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 740695 - 86901D

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 78.75

ORDER DATE : November 20, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 740695

CUSTOMER NO: 86901D

CUSTOMER: Mr. John S. Hoenigmann
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

200001041942

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FOREIGN FILINGS

NAME: INDIAN RIVER MAGNETICS, INC.

 PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXXX CERTIFICATE OF GOOD STANDING/ CERT OF STATUS

CONTACT PERSON: Sebreana Randolph

WR
11/20

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TALLAHASSEE, FL 32301

**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. Indian River Magnetics, 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. 13-384-9235
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 31, 1995 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 1, 1995 (est.)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o LF Management Associates, Ltd.
500 Executive Boulevard, Ossining, NY 10562
(Current mailing address)

8. all lawful purposes
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.

By: Marcia A. James, assistant Secretary

(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 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: Stuart Kalmanowitz

Address: c/o LF Management Associates, Ltd. 500 Executive Blvd. Ossining, NY 10562

Vice Chairman: Harvey Weinstein

Address: c/o Fido Rite Products, 107 Turnbull St., Elizabeth, NJ 07206

Director: Louis A. Cosentino

Address: c/o Coslo Equipment, Inc.

25 Hillcrest Road, Woodcliff Lake, NJ 07675

Director: _____

Address: _____

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

President: Stuart Kalmanowitz

Address: c/o LF Management Associates, Ltd. 500 Executive Blvd. Ossining, NY 10562

Vice President: None

Address: _____

Secretary: Stuart Kalmanowitz

Address: c/o LF Management Associates, Ltd. 500 Executive Blvd. Ossining, NY 10562

Treasurer: Richard Przonek

Address: LF Management, Ltd.

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

13. Stuart Kalmanowitz

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

14. Stuart Kalmanowitz

(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDIAN RIVER MAGNETICS, 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 SEVENTEENTH DAY OF NOVEMBER, 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

2539015 8300

950268289

AUTHENTICATION: 7716897

DATE: 11-17-95