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F96000000605



ACCOUNT NO. : 072100000032

REFERENCE : 831965 4804310

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 831965

400001708244

CUSTOMER NO: 4804310

CUSTOMER: Keri A. Cascio, Legal Asst
Walter Conston Alexander &
90 Park Avenue

New York, NY 10016

FOREIGN FILINGS

NAME: SPS SCREEN PRINTING SYSTEMS
USA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -6 PM 12:00
RECEIVED
96 FEB -6 AM 11:14
DIVISION OF CORPORATIONS

**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. SPS SCREEN PRINTING SYSTEMS USA 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. _____

(FEI number, if applicable)

4. February 28, 1995

(Date of incorporation)

5. perpetual

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

6. February 1, 1996

(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.165, F.S.)

7. 2497 Southwest Reilly Avenue

Palm City, FL 34990

(Current mailing address)

8. Manufacturing and sale of machinery.

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

By: _____

(Registered agent's signature)

GAIL SHELBY

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 6 PM 12:00

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Axel Kaiser
Address: Schwalmor Str. 108
42389 Wuppertal, Germany

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Axel Kaiser
Address: same as above

Vice President: _____
Address: _____

Secretary: Heidi B. Duerbeck
Address: 90 Park Avenue
New York, NY 10016

Treasurer: Axel Kaiser
Address: same as above

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

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

14. Heidi B. Duerbeck, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -6 PM 12:00

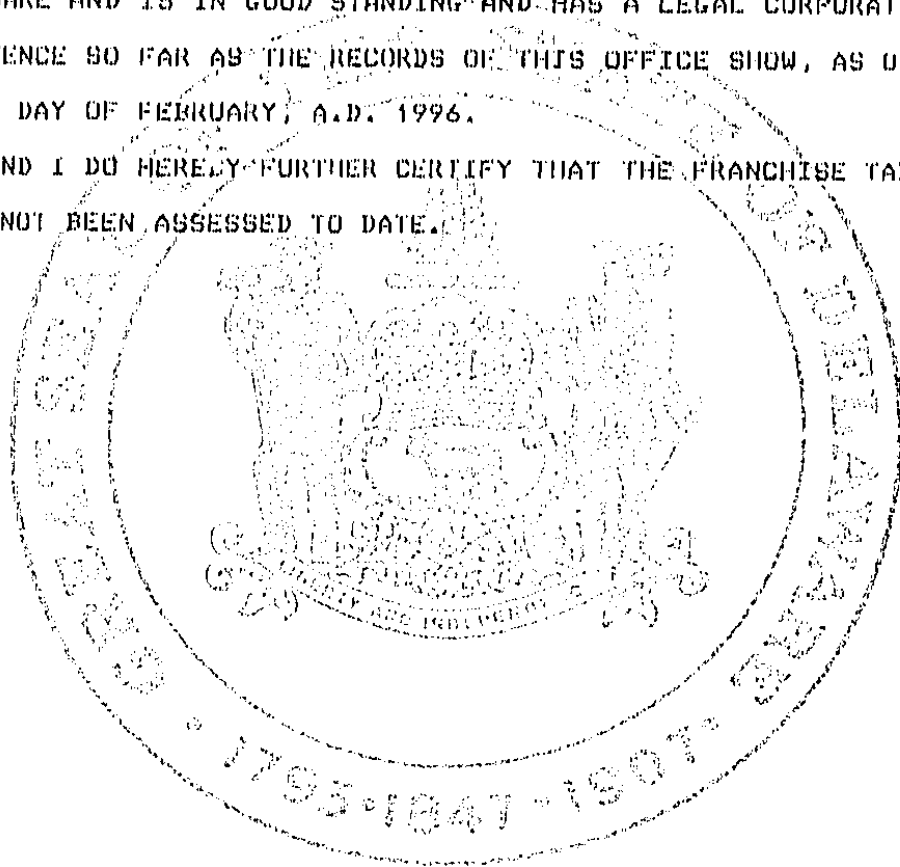
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPS SCREEN PRINTING SYSTEMS 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 FIFTH DAY OF FEBRUARY, A.D. 1996.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 6 PM 12:00



Edward J. Freel

Edward J. Freel, Secretary of State

2484925 8300

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7815639

AUTHENTICATION:

DATE:

02-05-96