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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: SCALA NORTH AMERICA, INC.

FAX AUDIT NUMBER: H96000004103

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/21/1998

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95 MAR 21 PM 4:16

**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. SCALA NORTH AMERICA, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. March 14, 1996 4. Perpetual
(Date of Incorporation) (Duration)
5. Applied for
(Federal Employer Identification number, if applicable)
6. Upon the filing of this Application
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o Edwards & Angell, 250 Royal Palm Way, Ste. 300, Palm Beach, FL 33480
(Current mailing address)
8. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Per-Olof Myren
Address: c/o Edwards & Angell
250 Royal Palm Way, Ste. 300, Palm Beach, FL 33480

Vice Chairman: Ben Mercedes
Address: 10206 Louth Court
Orlando, FL 32826

Director: _____
Address: _____

Director: _____
Address: _____

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B. Officers:

President: Per-Olof Myren
 Address: c/o Edwards & Angell
250 Royal Palm Way, Ste. 300, Palm Beach, FL 33480

Vice President: AND Treasurer Ben Mercedes
 Address: 10206 Louth Court
Orlando, FL 32826

Secretary: Albert L. Sokol
 Address: Edwards & Angell
101 Federal Street, Boston, MA 02110

Treasurer: _____
 Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:


Name: Colette O. de Labry
 Office Address: Edwards & Angell, 250 Royal Palm Way, Ste. 300
Palm Beach, Florida 33480
 Zip Code

11. 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: 
 Colette O. de Labry

12. 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.

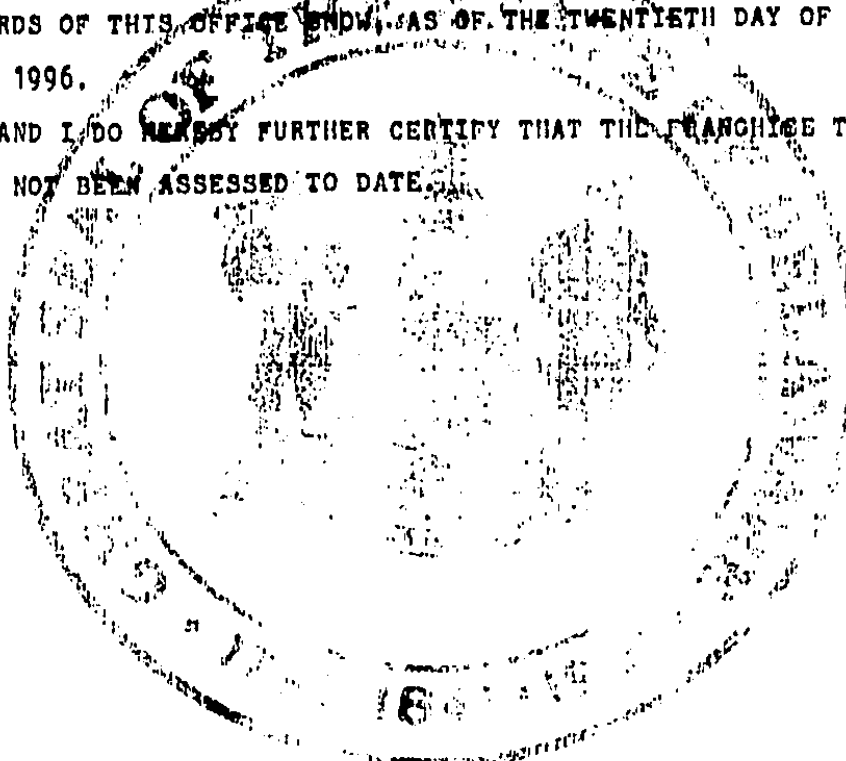
13. 
 (Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)
 Ben Mercedes, Vice President and Director

14. _____
 (Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCALA NORTH AMERICA, 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 TWENTIETH DAY OF MARCH, A.D. 1996.

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



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

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AUTHENTICATION: 7873077

DATE: 03-20-96