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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

ENCLOSURE 78142413
-04/17/96--01073-014
***122.50 ***122.50

SUBJECT: FDGM, 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:

ATTILIO M. COSTABEL, ESO.
(Name of Person)

RUMRELL, COSTABEL & TURK, P.A.
(Firm/Company)

80 S.W. 1TH STREET SUITE # 2014
(Address)

MIAMI, FL 33130
(City/State/Zip)

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mtm

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

ATTILIO M. COSTABEL
(Name of Person)

at (305) 371-2618
(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 Section
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. FDGM, 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. 061062881
(FEI number, if applicable)
4. February 3, 1982
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Never before- Will engage in Florida upon authorization
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. C/O AMSS 6113 N.W. 72nd Avenue
Miami, FL., 33166
(Current mailing address)
8. Service to diesel engines and related machinery. Sales of spare parts.
(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: Attilio M. Costabel
Attorney at Law
Office Address: World Trade Center
80 S.W. 8th St., Suite 2000
Miami, Florida, 33130
(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)

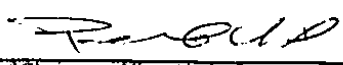
Chairman: Ing. Giovanni Revello Lami
Address: Bagnoli Della Rosandra N. 334, Trieste, Italy 34018
Vice Chairman: Ing. Gianpiero Riganti
Address: Zona Industriale, Via Francesco De Blasio
Bari, Italy 70123
Director: Ing. Paolo Vidoli
Address: 800-C Principal Ct.
Chesapeake, VA 23320
Director: _____
Address: _____

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

President: Ing. Gianpiero Riganti
Address: Zona Industriale
Via Francesco De Blasio, Bari, Italy 70123
Vice President: Ing. Paolo Vidoli
Address: 800-C Principal Ct.
Chesapeake, VA 23320
Secretary: Ing. Carlo Aguglia
Address: Bagnoli Della Rosandra N. 334
Trieste, Italy 34018
Treasurer: Ing. Carlo Aguglia
Address: Bagnoli Della Rosandra N. 334, Trieste, Italy 34018

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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. Paolo Vidoli- Vice President
(Typed or printed name and capacity of person signing application)



Addendum to the application listing additional officers and/or directors:

Mrs. Mary Healy
Assistant Treasurer
800-C Principal Court
Chesapeake, VA 23320

Mr. Upinder Kamal
Assistant Secretary
800-C Principal Court
Chesapeake, VA 23320

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FDGM, 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-FIFTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7879690

DATE: 03-25-96