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CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO: 072100000032

REFERENCE : 036611 4302494

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyjoto

ORDER DATE : July 30, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 036611

700001908447

CUSTOMER NO: 4302494

CUSTOMER: Ms. Anne Herb-schreiber
Whitman Breed Abbott & Morgan
200 Park Ave

New York, NY 10166

FOREIGN FILINGS

NAME: NORITAKE CO., 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 JUL 31 PM 12:31

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**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. Nordlake Co., 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. 36-2744827
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 8, 1988 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. n/a
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 75 Seaview Drive
Secaucus, New Jersey 07094
(Current mailing address)
8. All business(es) as authorized by Delaware and Florida Law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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DIVISION OF CORPORATIONS
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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.

Corporation Service Company

By: Carol K. Dolor

(Registered agent's signature)

Carol K. Dolor, Authorized Representative

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:

A. DIRECTORS

DIRECTOR: Koji Tomita
Address: 75 Seaview Drive Secaucus, New Jersey 07094

DIRECTOR: Herbert F. Prem, Jr.
Address: 200 Park Avenue, New York, New York 10166

Director: Susumu Saegi
Address: 75 Seaview Drive, Secaucus, New Jersey 07094

Director: Charles Gifford
Address: 75 Seaview Drive, Secaucus, New Jersey 07094

B. OFFICERS


President: Koji Tomita
Address: 75 Seaview Drive, Secaucus, New Jersey 07094

Vice President: HIROYUKI ARIKAWA
Address: 75 SEAVIEW DRIVE, SECAUCUS, NEW JERSEY 07094

Secretary: Herbert F. Prem, Jr.
Address: 200 Park Avenue, New York, New York 10166

Treasurer: HIROYUKI ARIKAWA
Address: 75 Seaview Drive, Secaucus, New Jersey 07094

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

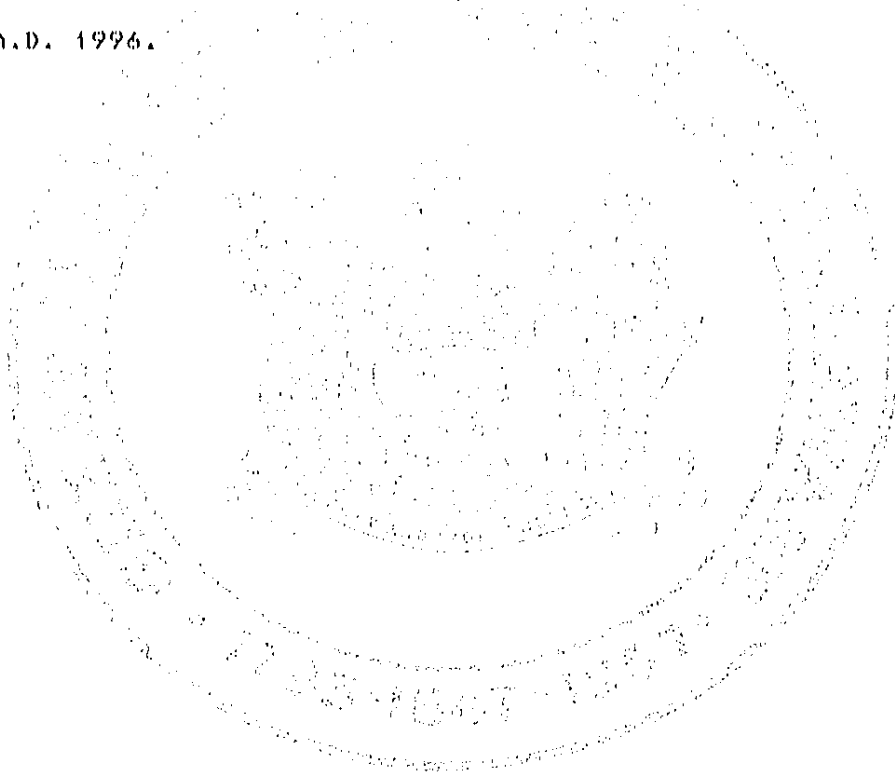
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. HIROYUKI ARIKAWA, VICE PRESIDENT & TREASURER
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 31 PM 12:31

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORITAKE CO., 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 THIRTIETH DAY OF JULY, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 31 PM 12:31



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960222044

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8048010

07-30-96



F96000003885

ACCOUNT NO. : 072100000032

REFERENCE : 246439 4302494

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pigott

FILED
97 FEB - 7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 3, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 246439-005

CUSTOMER NO: 4302494

9000002081239--2

CUSTOMER: Patrick Coakley, Legal Asst
Whitman Breed Abbott & Morgan
200 Park Ave

New York, NY 10166

FOREIGN FILINGS

NAME: NORITAKE CO., INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

RECEIVED
97 FEB - 7 AM 10:51
DIVISION OF CORPORATION

N. HENDRICKS FEB - 7 1997

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Noritake Co., Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Whitman Breed Abbott & Morgan, 200 Park Avenue
(Mailing Address)

New York, New York 10166; Attn: F. Herbert Prem, Jr., Esq.
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

VP/TREASURER
Title

HIROYUKI ARIKAWA
Typed or printed name

January , 1997
Date