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Document Number

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

RDC Acquisition Corp.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. RDC ACQUISITION CORP.
(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. 75-2663560
(FEI number, if applicable)
4. August 9, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 22, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))
7. 2466 Glenda Lane, Dallas, Texas 75229-4511
(Current mailing address)
8. Design, manufacture, sale and installation of material handling equipment systems.
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Sharon L. Gahlan

(Registered agent's signature) (Officer)

SHARON L. GAHLAN, ASST SEC.

(Type Name and Title of Officer)

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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

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____


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Treasurer: _____

Address: _____

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.

Pete J. Metro, President

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

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<u>Officer & Social Sec. No.</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Pete J. Metros SS # 254-60-1180	President	507 Plymouth Ave. NE Grand Rapids, MI 49505	7055 Riverwood Lane SE Grand Rapids, MI 49546
Bruce McMickle SS # 150-32-7582	Vice President	2466 Glenda Lane Dallas, TX 75229	3519 Belaire Dr. South Ft. Worth, TX 76109
William F. Marchido SS # 378-56-2415	Vice President Secretary & Treasurer	507 Plymouth Ave. NE Grand Rapids, MI 49505	5909 Ramsdell Rockford, MI 49341
Laurence A. Brown SS # 283-48-3047	Asst. Secretary	507 Plymouth Ave. NE Grand Rapids, MI	4686 Hereman SE Grand Rapids, MI 49546

<u>Director & Social Sec. No.</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Irene Mehta SS # 503-58-4645	Director	450 Park Avenue 24th Floor New York, NY 10022-2689	322 West 57th St. Apt. 9 D New York, NY 10019

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RDC ACQUISITION CORP." 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 NINTH DAY OF AUGUST, A.D. 1996.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8062315

DATE:

08-09-96

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TALLAHASSEE FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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RDC Acquisition Corp.

Changing to: MatPlex Inc.

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**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. RDC Acquisition Corp.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: August 21, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

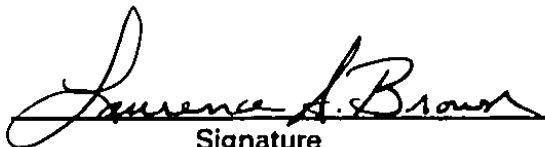
August 22, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Matflex Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

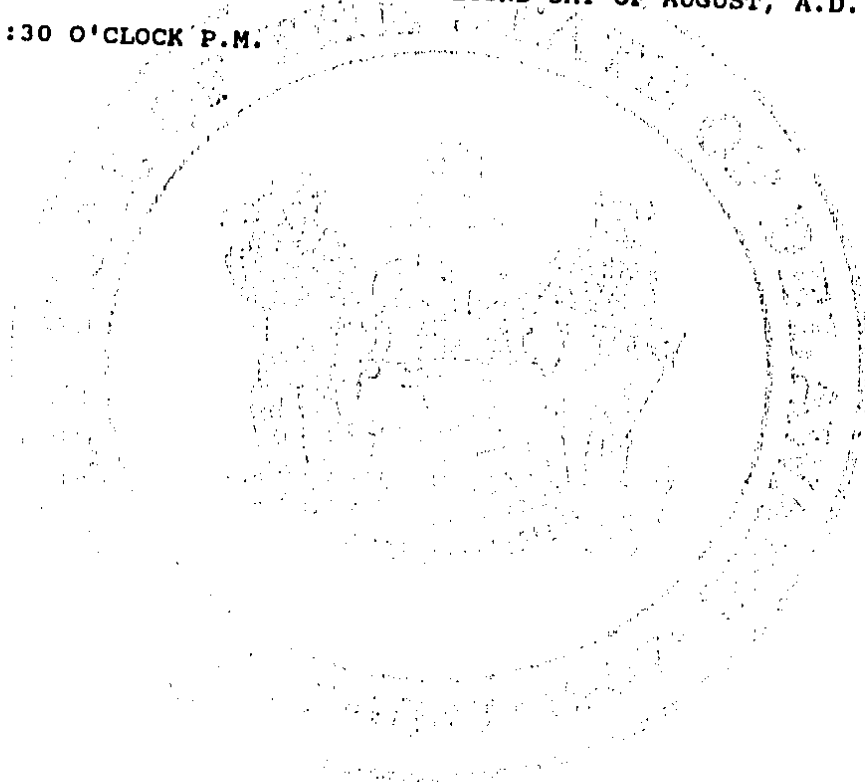

Signature
Name and Title

8-27-96
Date

LAURENCE A. BROWN, ASST. SEC.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RDC ACQUISITION CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MATFLEX INC.", THE TWENTY-SECOND DAY OF AUGUST, A.D. 1996, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2652002 8320

960253970

AUTHENTICATION:

DATE:

8088448

08-30-96