

F96000006418

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

CSC **networks**
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 178726 4805411

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : \$ 70.00

ORDER DATE : December 6, 1996

ORDER TIME : 11:0 AM

ORDER NO. : 178726-005

100002023461--2

CUSTOMER NO: 4805411

CUSTOMER: Michael Flynn, Esq
Reboul Macmurray Hewitt
45 Rockefeller Plaza

New York, NY 10111

FOREIGN FILING

NAME: CALUMET MT ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

12/9
FILED RECEIVED
96DEC-9 PM 11:48 PM 12-19
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Calumet MT 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. 36-4117015

(FEI number, if applicable)

4. August 19, 1996

(Date of Incorporation)

5. Perpetual

(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 617.155, F.S.))

7. c/o Calumet Coach Company

2150 East Dolton Road, P.O. Box 1369, Calumet City, IL 60409-1411

(Current mailing address)

**8. To engage in any lawful act or activity which may be carried
out by a Foreign corporation authorized to transact business in
Florida.**
(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 HAYES 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

Carol K. Dolor

Carol K. Dolor

Authorized Representative

(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.**

96 DEC -9 PM
SECRETARY OF
TALLAHASSEE
FILED

DEC- 3-98 TUE 8:47

OSO

FAX NO. 3028987078

P.09

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

A. DIRECTORS

Director: Michael H. de Havenon
World Financial Center - North Tower
 Address: 250 Vesey St., 27th Floor
New York, NY 10281

Director: Robert S. Everett
World Financial Center - North Tower
 Address: 250 Vesey St., 27th Floor
New York, NY 10281

Director: Frederick J.C. Butler
 Address: 609 Fifth Avenue
New York, NY 10017

Director: J. Daniel Snyder
 Address: 2150 East Dolton Road, P.O. Box 1369
Calumet City, IL 60409-1411

B. OFFICERS

President: J. Daniel Snyder
 Address: 2150 East Dolton Road, P.O. Box 1369
Calumet City, IL 60409-1411

Vice President: Kenneth E. Neubert
 Address: 2150 East Dolton Road, P.O. Box 1369
Calumet City, IL 60409-1411

Secretary: Kenneth E. Neubert
 Address: 2150 East Dolton Road, P.O. Box 1369
Calumet City, IL 60409-1411

Treasurer: J. Daniel Snyder
 Address: 2150 East Dolton Road, P.O. Box 1369
Calumet City, IL 60409-1411

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

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

14. Kenneth E. Neubert, Vice President and Secretary
 (Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

96 DEC -9 PM 1:46

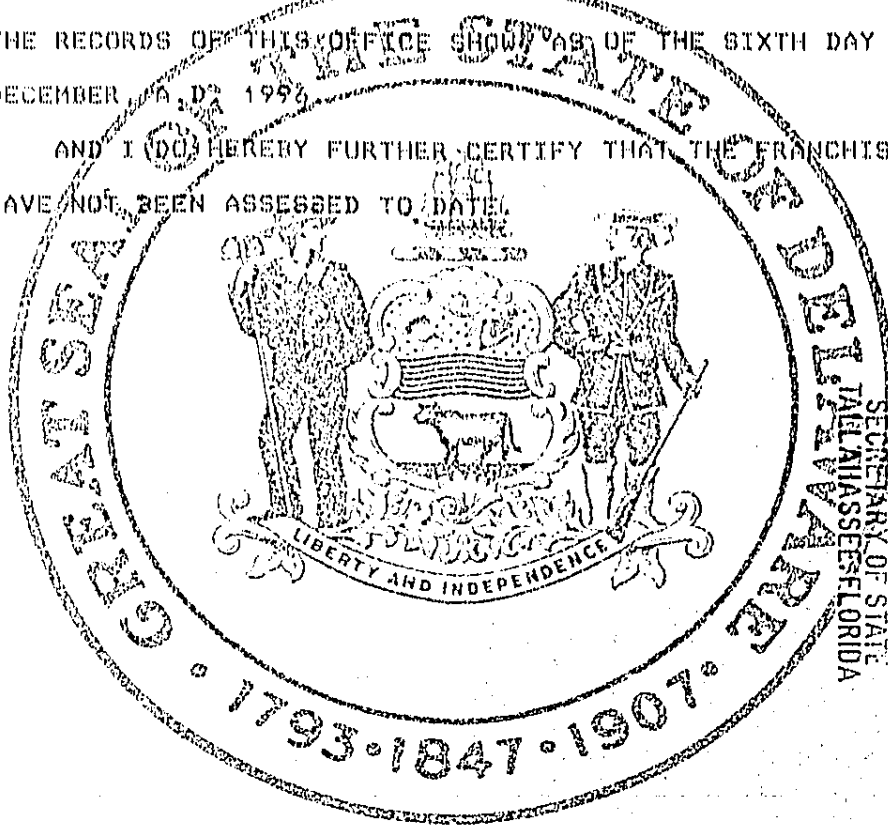
FILED

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 "CALUMET MT 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 SIXTH DAY OF DECEMBER, A.D. 1996.

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



96 DEC -9 PM 1:48

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2654569 8300

960357933

AUTHENTICATION:

DATE:

8226579

12-06-96

F960000006418



ACCOUNT NO. : 072100000032

REFERENCE : 440162 4805411

AUTHORIZATION *Patricia Piziks*

COST LIMIT : \$ 70.00

ORDER DATE : June 24, 1997

ORDER TIME : 12:33 PM

ORDER NO. : 440162-005

CUSTOMER NO: 4805411

900002223878--5

CUSTOMER: Mr. Michael Flynn
Reboul Macmurray Hewitt
45 Rockefeller Plaza

New York, NY 10111

FOREIGN FILINGS

NAME: CALUMET MT ACQUISITION CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILING 35
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

CONTACT PERSON: Tonya C. Holliday

91 JUN 26 PM 1:20
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

97 JUN 26 PM 1:08
DIVISION OF CORPORATIONS

RECEIVED

X02250, 00502, 00672

NIC Amend
SP 7/7/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CALUMET MT ACQUISITION CORP.
Ref. Number: F96000006418

RESUBMIT

Please give original
submission date as file date.

We have received your document for CALUMET MT ACQUISITION CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00034011

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. Calumet MT Acquisition Corp.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. December 9, 1996
Date authorized to do business in Florida

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? June 10, 1997
5. Mobil Tech, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

J. Daniel Snyder
Signature
J. Daniel Snyder
Typed or printed name

June 18, 1997
Date
President
Title

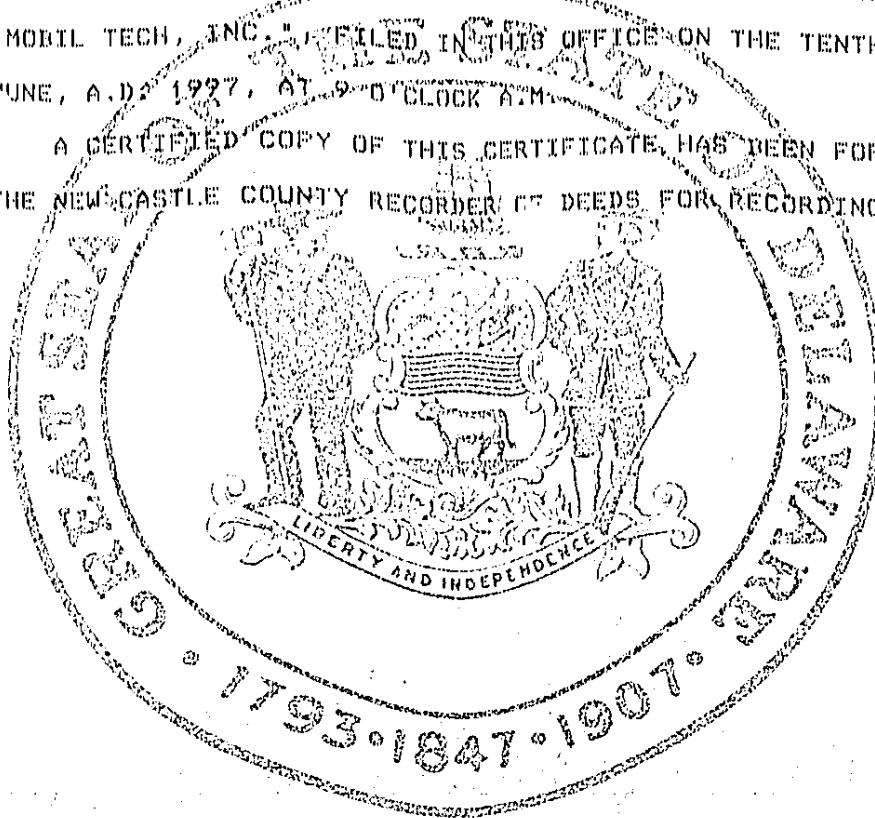
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 26 PM 1:20

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CALUMET MT ACQUISITION CORP.", CHANGING ITS NAME FROM "CALUMET MT ACQUISITION CORP." TO "MORIL TECH, INC." FILED IN THIS OFFICE ON THE TENTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEWCASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2654569 B100

971189276

AUTHENTICATION:

8504146

DATE:

06-10-97

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CALUMET MT ACQUISITION CORP.**

Calumet MT Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: that the following resolution was duly adopted by unanimous written consent of the Board of Directors of the Corporation, setting forth a proposed amendment to the amended Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and directing that such amendment be submitted to the stockholders of the Corporation for their approval. The resolution is as follows:

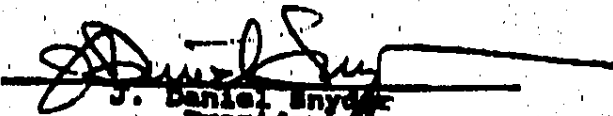
"RESOLVED that there is hereby adopted an amendment to the Corporation's amended Certificate of Incorporation pursuant to which the name of the Corporation shall be changed to Mobil Tech, Inc. and, in connection with such change, Article FIRST of the amended Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

'FIRST: The name of the Corporation is Mobil Tech, Inc.'

RESOLVED that the Board of Directors declares the foregoing amendment to the Corporation's amended Certificate of Incorporation to be advisable and directs that the amendment be submitted to the stockholders of the Corporation for their approval pursuant to Section 242(b) of the General Corporation Law of the State of Delaware."

SECOND: that the amendment of the amended Certificate of Incorporation effected by this Certificate was duly authorized by the holders of a majority of the outstanding capital stock of the Corporation entitled to vote thereon, after having been declared advisable by the Board of Directors of the Corporation, all in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and that written notice has been given as provided in such Section.

IN WITNESS WHEREOF, Calumet MT Acquisition Corp. has
caused this certificate to be signed by J. Daniel Snyder, its
President, on this 9th day of June, 1997.


J. Daniel Snyder
President