



## 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 MI 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 3. 36-4117015  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 19, 1996 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 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.

95 DEC -9 PM  
 SECRETARY OF STATE  
 TALLAHASSEE, FL  
 FILED

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

A. DIRECTORS

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

Director: Robert S. Everett  
Address: World Financial Center - North Tower  
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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

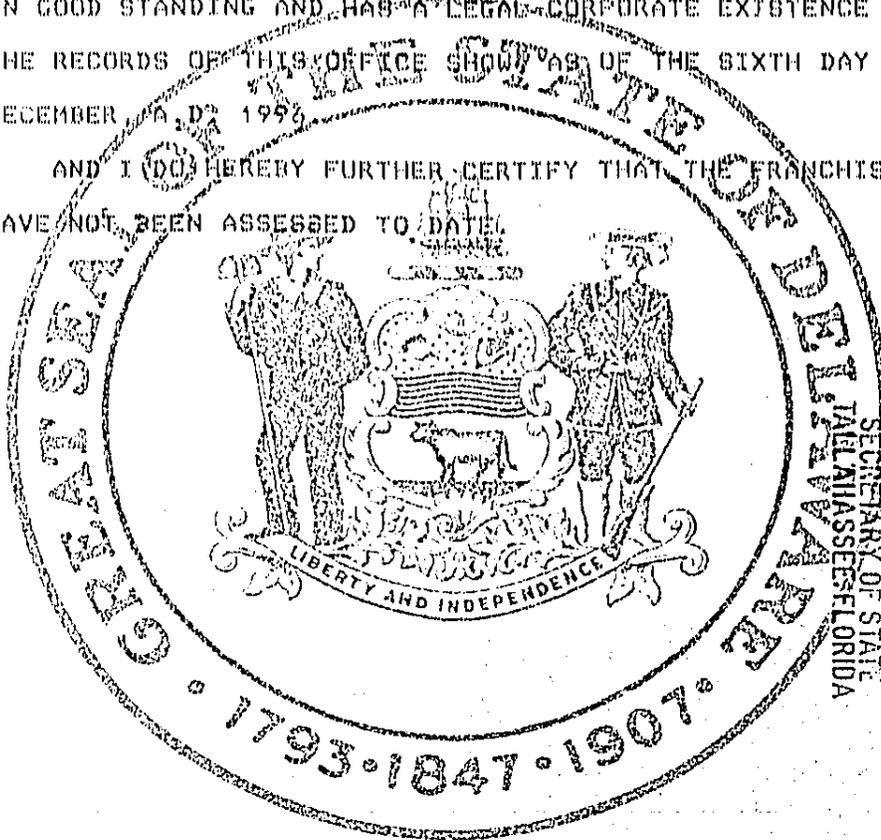
13. Kenneth E. Neubert, Secretary  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

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

State of Delaware  
Office of the Secretary of State

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.



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC -9 PM 1:48

FILED

*Edward J. Freel*

Edward J. Freel, Secretary of State



2654569 8300

960357933

AUTHENTICATION:

8226579

DATE:

12-06-96

F96000006418



ACCOUNT NO. : 072100000032  
REFERENCE : 440162 4805411  
AUTHORIZATION *Patricia Pizulo*  
COST LIMIT : \$ 70.00

ORDER DATE : June 24, 1997  
ORDER TIME : 12:33 PM  
ORDER NO. : 440162-005  
CUSTOMER NO: 4805411

900002223879--5

CUSTOMER: Mr. Michael Flynn  
Reboul Macmurray Hewitt  
45 Rockefeller Plaza  
New York, NY 10111

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

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

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

CONTACT PERSON: Tonya C. Holliday

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.)

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

**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 3. December 9, 1996  
Incorporated under the laws of 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

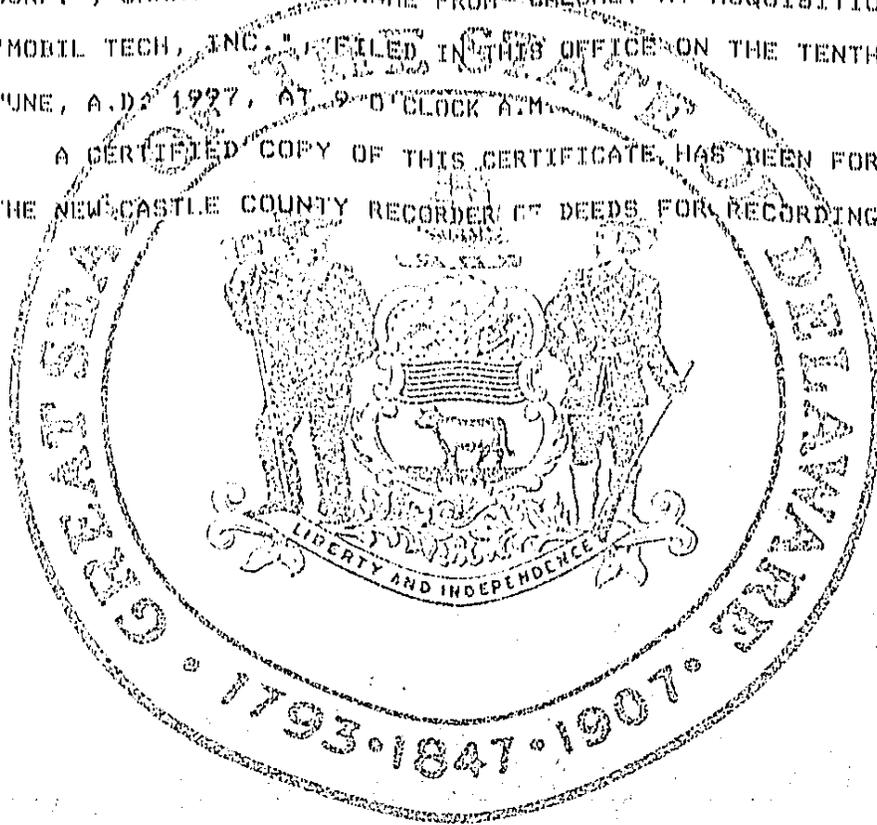
June 18, 1997  
Date  
President  
Title

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 "MOBIL 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 NT Acquisition Corp. has caused this certificate to be signed by J. Daniel Snyder, its President, on this 9<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
J. Daniel Snyder  
President