

F96000006555

TRANSMITTAL LETTER

TO: Qualification Tax Lien Section
Division of Corporations

SUBJECT: Metrosonics 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:

Stephen G Parker
(Name of Person)

Metrosonics Inc
(Firm/Company)

Po Box 23075
(Address)

Rochester NY 14692
(City/State/Zip)

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*****78.75 *****78.75
W96-24022

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

Stephen G Parker at (716) 334 7300
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

STEPHEN G PARKER
METEROSONICS INC
PO BOX 23075
ROCHESTER, NY 14692

SUBJECT: METROSONICS INC.
Ref. Number: W96000024022

We have received your document for METROSONICS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 796A00051789

*received 11/18
+ called Doug
sf*

**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. Metrosonics 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. New York 3. 16-1019452
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1973 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. PO Box 23075
Rochester NY 14692
(Current mailing address)
8. Sales, but not distribution
(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: James Slattery
Office Address: 724 Malone Dr.
Orlando Florida, 32810
(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.

[Signature]
(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.

FILED
96 DEC 16 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Alfred L Stolberg

Address: 1 Drumlin Sq

W Henrietta NY 14586

Vice President: Kenneth E Burke

Address: 1 Drumlin Sq

W Henrietta NY 14586

Secretary: L John Knox

Address: 87 Modular Ave

Carmack NY 11725

Treasurer: Alfred L Stolberg

Address: 1 Drumlin Sq

W Henrietta NY 14586

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

13. [Signature]

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

14. Kenneth E Burke Vice President

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

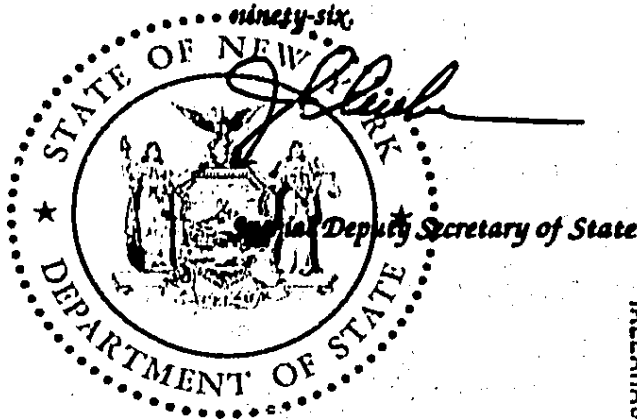
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56 DEC 13 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of **METROCONICS, INC.** was filed on 02/06/1973, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of November
one thousand nine hundred and

ninety-six,



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FILED
56 DEC 16 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA