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December 19, 1996

VIA FEDERAL EXPRESS

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Secretary of State's Office
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: VICARB USA, INC., a Delaware corporation
Our File No. 1785.001

Gentlemen:

On behalf of the above captioned Delaware corporation, we enclose the original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is a check in the amount of \$122.50 covering the filing and registered agent's fees, as well as one certified copy.

Please return the certified copy to the undersigned at the above address.

Your prompt attention in the filing of this Application would be appreciated.

Very truly yours,

HORNSBY, SACHER, ZELMAN, STANTON,
PAUL & BEILEY, P.A.



Astrid Buttari
Corporate Legal Assistant

/ab
Encs.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANACT 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:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. Name of corporation: VICARB USA, INC.
2. State of Incorporation: Delaware
3. FEI number: 59-3414186
4. Date of Incorporation: November 8, 1996
5. Duration: Perpetual
6. Date first transacted business in Florida: November 15, 1996
7. Current Mailing Address:

150 Pony Drive
Newmarket, Ontario, Canada L3Y 7B6

8. Purpose(s) of corporation authorized in home state to be carried out in the State of Florida:

Manufacture and Market Heat Exchange Equipment

9. Name and street address of Florida Registered Agent:

Legal Assets, Inc.
1401 Brickell Avenue, Suite 700
Miami, Florida 33131

#531464

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.

LEGAL ASSETS, INC.

By:


Richard M. Zelman, President

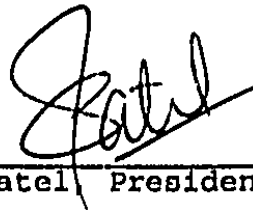
11. Attached is a certificate of existence duly authenticated, not more than ninety (90) days prior to delivery of this application to the Department of State, by the Delaware Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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

CHANDRAKANT R. PATEL, Directory and President/Secretary
52 Arthur Hall Drive
Sharon, Ontario, Canada L0G 1V0

GERRARD FAYOLLE, Director
rue de Rif Tronchard
Le Fontanil Cornillon 38120, France

13. Signature of authorized officer:



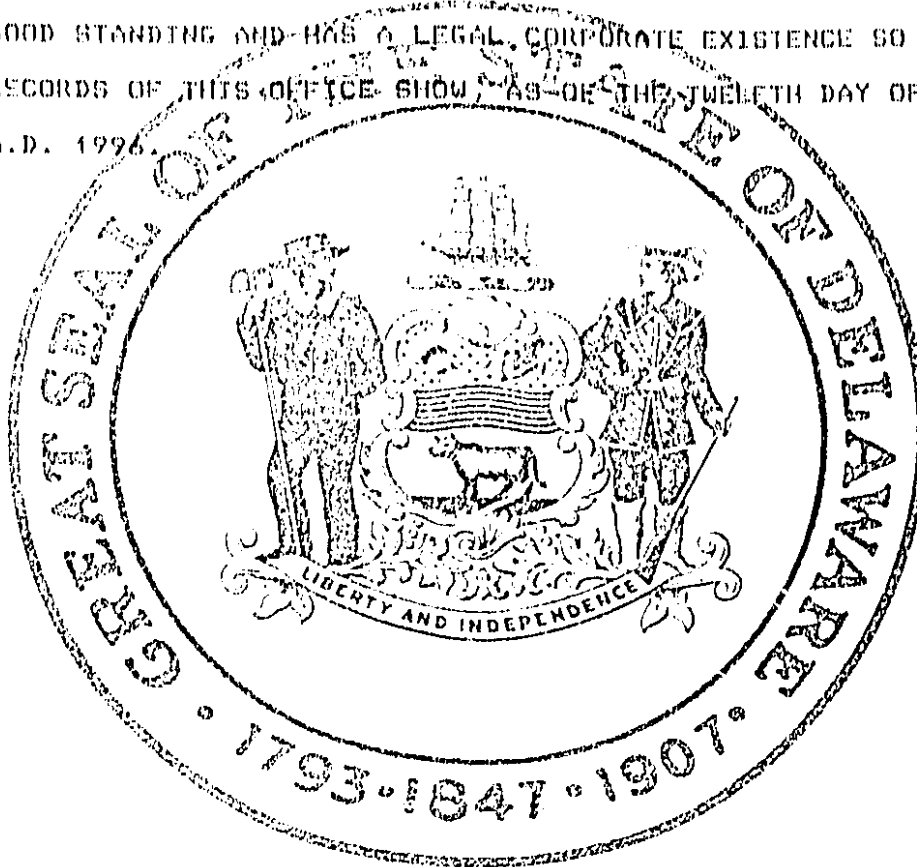
Chandrakant R. Patel President

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "VICARR USA, 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 TWELFTH DAY OF NOVEMBER,
A.D. 1996.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8185812

DATE:

11-12-96