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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AMIAD U.S.A., 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:

YITZHAK ORLANS
(Name of Person)

AMIAD U.S.A., INC
(Firm/Company)

P.O. Box 5547
(Address)

OXNARD, CA 91320-5547
(City/State/Zip)

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

YITZHAK ORLANS at 805/988-3323
 (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

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. AMIAD U.S.A., 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. STATE OF CALIFORNIA 3. 95-3724204
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/14/81 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 6, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. P.O. Box 5547
Oxnard, CA 93030 - 5547
(Current mailing address)

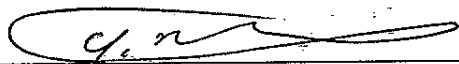
8. WHOLESALE DISTRIBUTION OF FILTRATION & FERTIGATION EQPT.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: YITZHAK ORLANS
Office Address: 6110 EDGEWATER DR., UNIT F
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.


(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.

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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: ZALMAN GASTER

Address: D.N. CHEVEL KORAZIM
ISRAEL 12335

Director: YITZHAK ORLANS

Address: 2220 CELSIUS AVE.
OXNARD, CA 93030

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

President: YITZHAK ORLANS

Address: 2220 CELSIUS AVE.
OXNARD, CA 93030

Vice President: _____

Address: _____

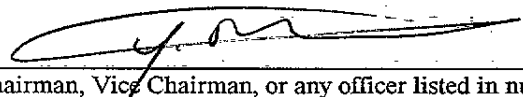
Secretary: STEVE SPRINGER

Address: 2220 CELSIUS AVE.
OXNARD, CA 93030

Treasurer: _____

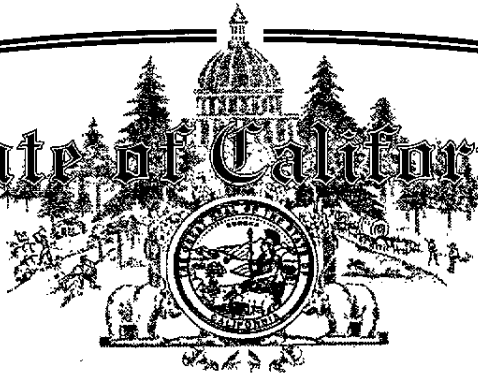
Address: _____

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. Y. ORLANS President.
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 14TH day of DECEMBER, 1981,

AMIAD U.S.A., INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

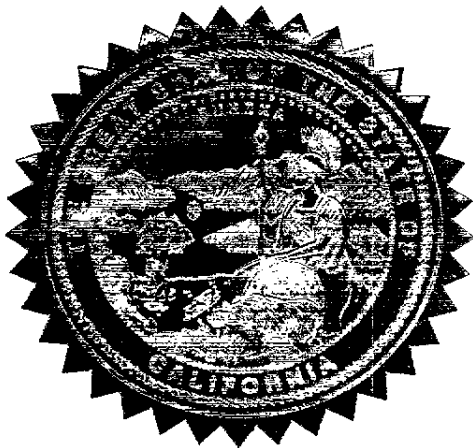
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOVEMBER 20, 1997



Bill Jones

Secretary of State