

Document Number Only  
**F97000006716**

C T Corporation System			
Requestor's Name 660 East Jefferson Street			
Address Tallahassee, FL 32301			
City	State	Zip	Phone
CORPORATION(S) NAME			

900002377129--9  
-12/19/97--01002--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

United Shoe Machinery Corporation

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign            | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready               |   |   |
| <input checked="" type="checkbox"/> Walk In            |   |   |
| <input type="checkbox"/> Mail Out                      |   |   |

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# 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. United Shoe Machinery Corporation

(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. 52-1648098

(FEI number, if applicable)

4. June 12, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 400 Research Drive, Wilmington, Massachusetts 01887

(Current mailing address)

8. The group is engaged in the marketing of shoe machinery & parts, cutting press machinery & parts & related products.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

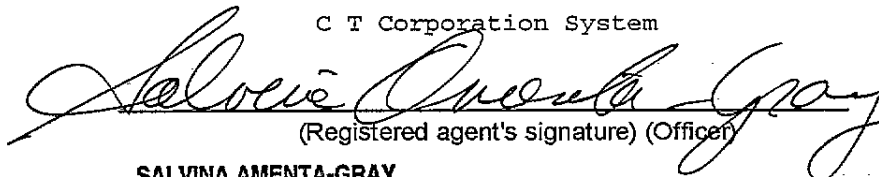
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

**SALVINA AMENTA-GRAY**

**SPECIAL ASSISTANT SECRETARY**

(Type Name and Title of Officer)

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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.

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

A. DIRECTORS

Chairman: Angelo C. Polverari

Address: 400 Research Drive

Wilmington, Massachusetts 01887

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John S. Briggs

Address: 400 Research Drive

Wilmington, Massachusetts 01887

Director: Keith M. Pacey

Address: 400 Research Drive

Wilmington, Massachusetts 01887

B. OFFICERS

President: Angelo C. Polverari

Address: 400 Research Drive

Wilmington, Massachusetts 01887

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: John S. Briggs

Address: 400 Research Drive

Wilmington, Massachusetts 01887

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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. John S. Briggs, Secretary  
(Typed or printed name and capacity of person signing application)

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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 "UNITED SHOE MACHINERY CORPORATION" 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 SIXTEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8815402

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DATE:

12-16-97