

CT CORPORATION SYSTEM

F98000000582

January 22, 1998

30600 Telegraph Road
Bingham Farms, MI 48025
Tel. 248 646 9033
Fax 248 646 9034

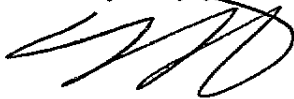
RE: NGS AMERICAN, INC.

We enclose for expedited filing on behalf of the above corporation documents identified below:

<input type="checkbox"/> Incorporation	<input checked="" type="checkbox"/> Qualification	<input type="checkbox"/> Withdrawal
<input type="checkbox"/> Amendment:	<input type="checkbox"/> Merger:	<input type="checkbox"/> Change of Agent/Office:
<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other:	
<input type="checkbox"/> Statement of Intent		
<input type="checkbox"/> Certificate of Dissolution		

Check in payment of the required fee is enclosed. Kindly return evidence of the filing to the undersigned by regular mail. If there are any problems, please call us at the following number: (248) 646-9033.

Very truly yours,



Michael R. Dalida
Customer Specialist

Enc.

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. NGS American, 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. MICHIGAN

(State or country under the law of which it is incorporated)

3. #38-2259531

(FEI number, if applicable)

4. 2/13/79

(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 817.155, F.S.))

7. 27575 Harper Ave. P.O.Box 7676

St. Clair Shores, MI 48081

(Current mailing address)

8. Third Party Administrators

(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM



(Registered agent's signature) (Officer)

MARC GILLIS - ASST VP.

(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: William D. Alcott

Address: 27575 Harper Ave.

St. Clair Shores, MI 48081

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Michael J. Verlinden CFO, Vice President, Secretary, Treasurer
(Typed or printed name and capacity of person signing application)

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Questions 12. Names and Addresses of Officers

Part B Officers:

William D. Alcott
27575 Harper Ave.
St. Clair Shores, MI 48081

Chief Executive Officer

Kimberley A. Gunter
27575 Harper Ave.
St. Clair Shores, MI 48081

President and
Chief Operating Officer

Michael J. Verlinden
27575 Harper Ave.
St. Clair Shores, MI 48081

Executive Vice President,
Chief Financial Officer
Secretary and Treasurer

Gerry Kibat
27575 Harper Ave.
St. Clair Shores, MI 48081

Senior Vice President

Sherryl Mulcahey
27575 Harper Ave.
St. Clair Shores, MI 48081

Vice President-Administration

William Ellwood
27575 Harper Ave.
St. Clair Shores, MI 48081

Vice President

Daniel Longeway
27575 Harper Ave.
St. Clair Shores, MI 48081

Vice President

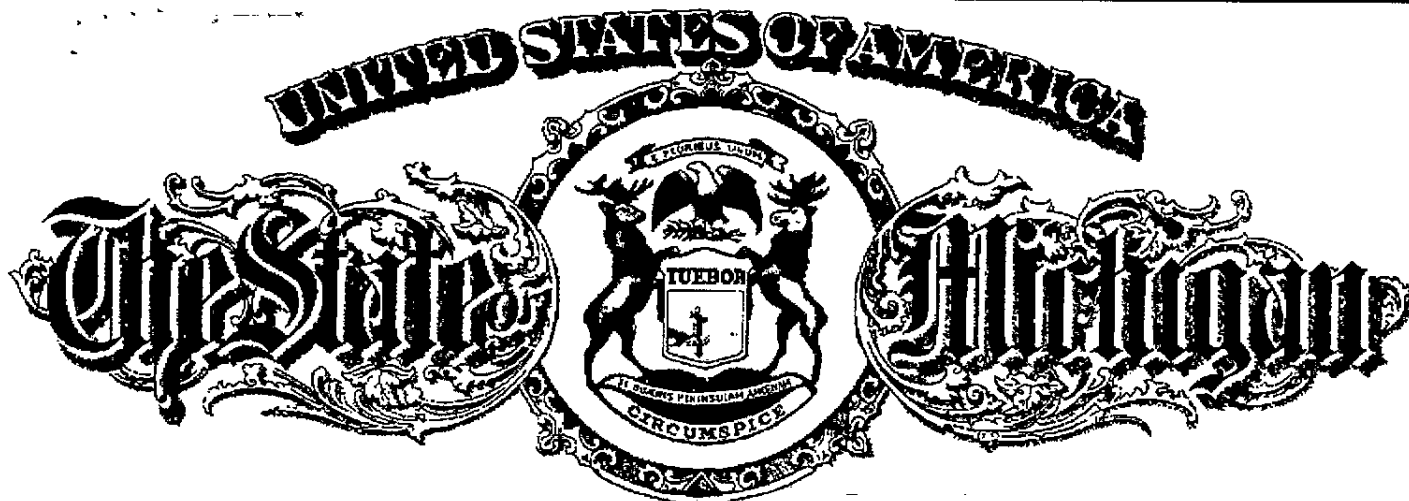
Susan Darga
27575 Harper Ave.
St. Clair Shores, MI 48081

Vice President

Kathleen M. Vallecoccia
27575 Harper Ave.
St. Clair Shores, MI 48081

Vice President

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

NGS AMERICAN, INC.

*was incorporated on February 13, 1979, as a Michigan profit corporation,
and said corporation is in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 23rd day
of January, 1998.*

, Director

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