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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: TOORICUM LTD., INC.

AUDIT NUMBER.....H98000007113

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 6

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ATTORNEY: 424

CLIENT: 038072

MATTER: 58698

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
April 15, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA

Direct Dial: 407/418-6462

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TALLAHASSEE FLORIDA

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**ACTION BY WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
TOORICUM LTD.
WITHOUT A MEETING**

The undersigned, being all of the Directors of TOORICUM LTD., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the „Corporation“), hereby take the following written actions in lieu of holding a special meeting, pursuant to the provisions of Section 141 (f), Delaware General Corporation Law:

WHEREAS, that the Corporation desires to qualify to do business in the State of Florida; and

WHEREAS, the Corporation's name is unavailable for use in the State of Florida and the Corporation is required to do business under a fictitious name; then be it

RESOLVED, that the following corporate name is adopted by the Board of Directors to be used as the Corporation's name in the State of Florida:

TOORICUM LTD., INC.

FURTHER RESOLVED, that the Corporation shall file with the Secretary of State of the State of Florida the necessary documents to qualify the Corporation in the State of Florida doing business using the above corporate name.

IN WITNESS WHEREOF, the undersigned have executed this Consent this second (2nd) day of April, 1998.

M. Daud Ansar

Mian Daud Ansar, Director

Erika Ansar

Erika Ansar, Director

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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. Tooricum Ltd., Inc. (incorporated in Delaware as Tooricum Ltd.)
(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. 59-3495257
(FEI number, if applicable)
4. February 11, 1998
(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. Enpro, 7 Old Park Lane, Mayfair, London, England W1V 3LJ
(Current mailing address)
8. Any and all purposes permitted under the Florida Business Corporation Act
(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: Uday P. Shenoy

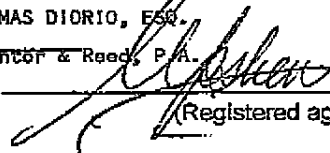
Office Address: 605 East Robinson Street, Suite 400

Orlando, Florida, 32801
(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.

THIS DOCUMENT PREPARED BY THOMAS DIORIO, ESQ.
Florida Bar No. 441041
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive
Orlando, FL 32801
(407) 843-4600



(Registered agent's signature) (Officer)

Uday P. Shenoy

VICE PRESIDENT

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mian Daud Ansar

Address: Enpro, 7 Old Park Lane

Mayfair, London, England W1Y 3LJ

Director: Erika Ansar

Address: Enpro, 7 Old Park Lane

Mayfair, London, England W1Y 3LJ

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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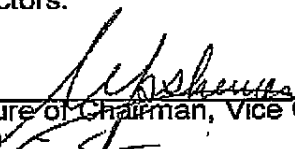
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Treasurer: _____

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. Uday P. Shenoy, Executive Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Tooricum Ltd.**

1. Mian Daud Ansar, President
Enpro, 7 Old Park Lane
Mayfair, London, England WIY 3LJ
2. Uday P. Shenoy, Executive Vice President
605 East Robinson Street, Suite 400
Orlando, Florida 32801
3. Hanah Ansar, Vice President and Secretary
Enpro, 7 Old Park Lane
Mayfair, London, England WIY 3LJ
4. Asad A. Rushd, Vice President and Assistant Secretary
Enpro, 7 Old Park Lane
Mayfair, London, England WIY 3LJ

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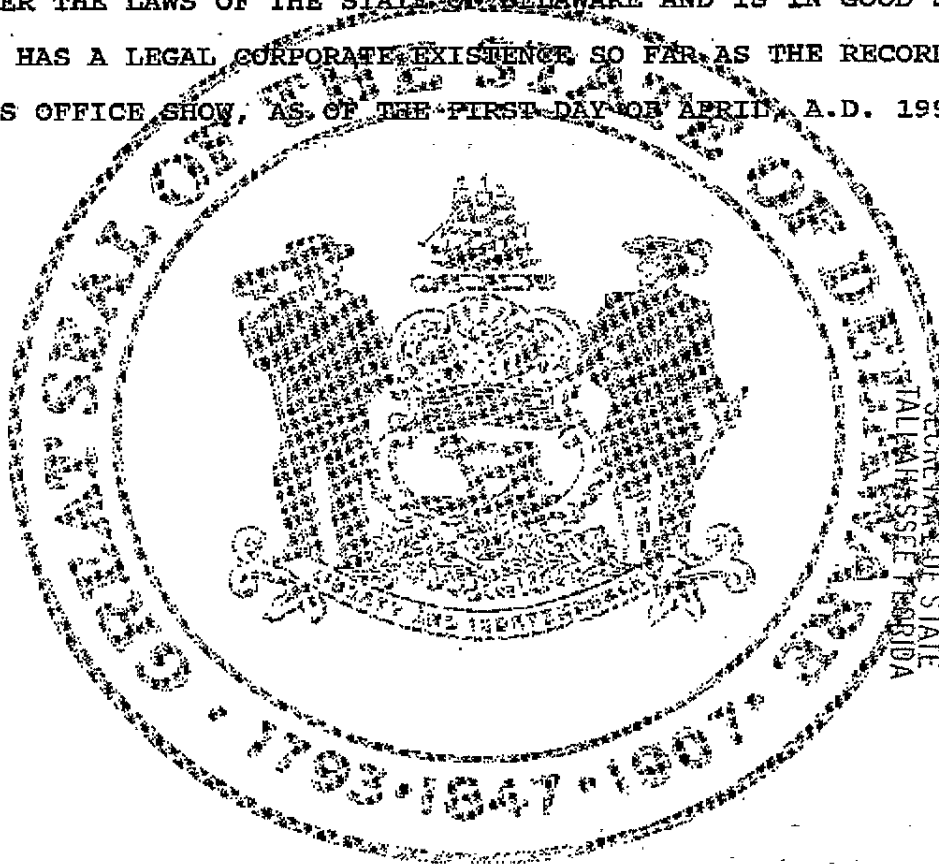
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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOORICUM LTD." 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 FIRST DAY OF APRIL, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9006407

981126258

DATE: 04-01-98

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