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May 22, 1998

Florida Secretary of State
Qualifications/Tax Lien Section
P.O. Box 6327
Tallahassee, FL 32314

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RE: Xenotech Strong, Inc.
(Our File No. 11774.000)

Gentlemen:

This letter is to advise that this office represents Xenotech Strong, Inc., a Nebraska corporation. Enclosed herein please find an original and one copy of an "Application by Foreign Corporation for Authorization to Transact Business in Florida." Also enclosed please find the transmittal letter in association with said Application. Further enclosed please find a Certificate of Good Standing from the Nebraska Secretary of State's Office concerning Xenotech Strong, Inc. Finally, enclosed please find our firm's check in the amount of \$78.75 for the registration fee, and a Certificate of Status.

If you should have any further questions concerning the Application of Xenotech Strong, Inc. to do business in the State of Florida, please contact me.

Very truly yours,


Myron J. Kaplan

Enclosures

cc: Kevin Herrmann

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Xenotech Strong, 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:

Kevin Hermann, Controller
(Name of Person)

Ballantyne of Omaha, Inc.
(Firm/Company)

4350 McKinley St.
(Address)

Omaha, NE 68112
(City/State/Zip)

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

Kevin Hermann or Brad French at (402) 453-4444
(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. Xenotech Strong, 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. Nebraska
(State or country under the law of which it is incorporated)
3. 47-0721517
(FEI number, if applicable)
4. November 21, 1988
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4350 McKinley Street
Omaha, NE 68112
(Current mailing address)
8. Sale and rental
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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.

Barbara A. Burke
(Registered agent's signature)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Arnold Tenney
Address: 122 Old Forrest Road
Toronto, Canada MS 12R9

Director
~~Vice Chairman~~: Ronald H. Echtenkamp
Address: 4434 South 163rd St.
Omaha, NE 68135

Director: John Wilmers
Address: 4350 McKinley St.
Omaha, NE 68112

Director: _____
Address: _____

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

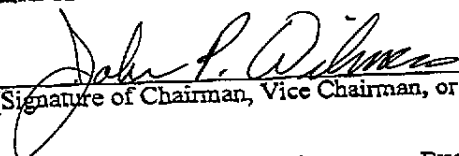
President: John P. Wilmers
Address: 4350 McKinley St.
Omaha, NE 68112

Vice President: _____
Address: _____

Secretary: Brad French
Address: 4350 McKinley St.
Omaha, NE 68112

Treasurer: Brad French
Address: 4350 McKinley St.
Omaha, NE 68112

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 P. Wilmers, President
(Typed or printed name and capacity of person signing application)

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STATE OF

NEBRASKA

United States of America, }
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby certify;

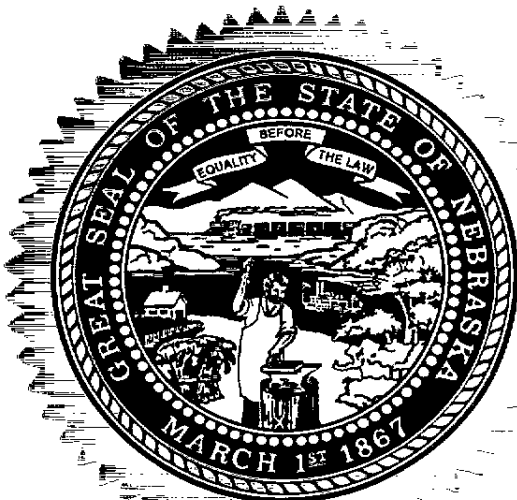
XENOTECH STRONG, INC.

was duly incorporated under the laws of this state on November 18, 1988, and do further certify that no occupation taxes assessed are unpaid and no annual reports are delinquent; articles of dissolution have not been filed; and said corporation is in existence as of the date of this certificate.

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In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on May 12
in the year of our Lord, one thousand
nine hundred and ninety-eight.



A handwritten signature in cursive script, reading "Scott Moore".

SECRETARY OF STATE