

F980000003267

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: M.C. Miller Co.
(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:

Robert J. Riegler
(Name of Person)

The Landmark Building-Suite 301
(Firm/Company)

27 Warren Street
(Address)

Hackensack, NJ 07601
(City/State/Zip)

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*****78.75 *****78.75

W98-13189

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

Robert J. Riegler at (201) 342-2959
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

Qualification/Tax Lien Section
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 9, 1998

ROBERT J. RIEGLER
THE LANDMARK BLDG, SUITE 301
27 WARREN ST
HACKENSACK, NJ 07601

SUBJECT: M.C. MILLER CO.
Ref. Number: W98000013189

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We have received your document for M.C. MILLER CO. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 798A00032310

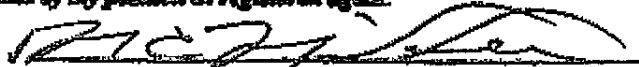
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**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. H.C. Miller Co.
(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 as present.)
2. NJ
(State or country under the law of which it is incorporated)
3. 5872-5970-00
(FEI number, if applicable)
4. 11-9-65
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1-1-98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 617.195, F.S.)
7. H.C. Miller Co. ATT. Robert J. Riegler
27 Warren St. Suite 301 Landmark Bldg.
(Current mailing address) Hackensack, NJ 07601
8. research, development, marketing, electrical and mechanical testing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) instrumente
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Mark Miller
Office Address: 3020 Aviation Blvd
Vero Beach, Florida, 32960
(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 relating 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: Melvin C. Miller IIAddress: 3020 Aviation Blvd.Vero Beach, FL 32960

Vice Chairman: _____

Address: _____

Director: Bill DearingAddress: 7656 Old MooringsShreveport, LA 71107Director: David KroonAddress: 8223 Silver Shadow LaneSpring, TX 77379

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

President: Melvin C. MillerAddress: 3020 Aviation Blvd.Vero Beach, FL 32960Vice President: NONE

Address: _____

Secretary: Albert J. HilbertsAddress: 3020 Aviation Blvd.Vero Beach, FL 32960Treasurer: Albert J. HilbertsAddress: 3020 Aviation Blvd.Vero Beach, FL 32960

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. Melvin (Mark) C. Miller, II

(Typed or printed name and capacity of person signing application)

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*STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING*

M. C. MILLER CO.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on November 9, 1965.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

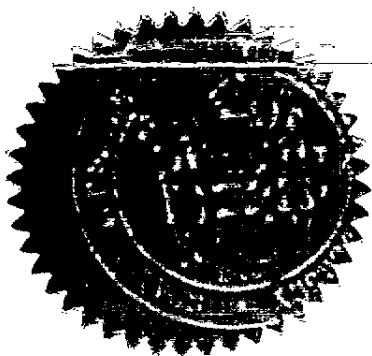
*Wesley A Miller
341 Margaret King Avenue
Ringwood, NJ 07456*

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

M. C. MILLER CO.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of April, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

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DIVISION OF CORPORATE AFFAIRS
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