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REFERENCE : 004556 4302173

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : October 21, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 004556-005

800002671158--2

CUSTOMER NO: 4302173

CUSTOMER: Kim Lane, Esq
Swidler Berlin Shereff
919 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: SOCAMEL-AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED
98 OCT 23 AM 10:39
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 11:48

mtm

10/23

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. SOCAMEL-AMERICA, 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. Delaware

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

3. 22-3414544

(FEI number, if applicable)

4. November 30, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon filing.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 100 Craig Road

Manalapan, NJ 07726

(Current mailing address)

8. Sales and marketing of rethermalization systems.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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 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.

Corporation Service Company

By: Dolores Butler, Asst Secretary

(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.

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: Luc Charbit

Address: c/o Socamel, S.A. BP7 38140
Rives, France

Vice Chairman:

Address:

Director: Dominique Yaguiyan

Address: c/o Socamel, S.A., BP7 38140
Rives, France

Director: Rene' Georges

Address: c/o Socamel, S.A., BP7 38140
Rives, France

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

President: Luc Charbit, Chairman of the Board

Address: c/o Socamel, S.A. BP7 38140
Rives, France

Vice President: Kenneth Kreiss, President and Chief Executive Officer

Address: 100 Craig Road
Manalpan, NJ 07726

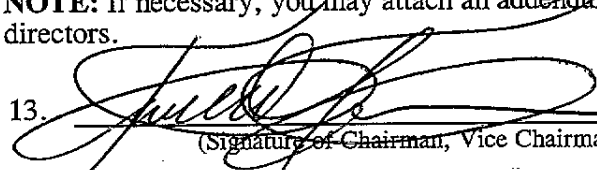
Secretary: Dominique Yaguiyan

Address: c/o Socamel, S.A., BP7 38140
Rives, France

Treasurer: Rene' Georges

Address: c/o Socamel, S.A., BP7 38140
Rives, France

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. Kenneth Kreiss, President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 11:48

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOCAMEL-AMERICA, INC." 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1998.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 11:48

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10-21-98



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: