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GOODMAN WEISS MILLER LLP
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March 23, 1999

BY OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400002817014--6
-03/23/99--01108--004
*****70.00 *****70.00

Re: Groeneveld Atlantic South, Inc.

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, along with a Certificate of Good Standing issued by the Ohio Secretary of State and a check in the amount of \$70 to cover the filing fee.

A second copy of the Application is enclosed. Please time-stamp and return the copy to the undersigned in the return envelope provided for your convenience.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP



Gail Heidenreich
Legal Assistant

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DIVISION OF CORPORATIONS
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Enclosures

cc: Jay R. Faeges, Esq.

**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 transact business in the State of Florida:

1. **Name of corporation:** Groeneveld Atlantic South, Inc.
2. **State of incorporation:** Ohio
3. **FEI Number, if applicable:** [applied for]
4. **Date of incorporation:** August 17, 1998
5. **Duration:** Perpetual
6. **Date first transacted business in Florida:** March 3, 1999
7. **Mailing address:**
18018 Palm Breeze Drive
Tampa, FL 44212
8. **Purpose of corporation authorized in home state to be carried out in the State of Florida:** To engage in any lawful act or activity for which corporations may be organized under Florida Statutes.
9. **Name and address of Florida registered agent:**
CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33224
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.

CT CORPORATION SYSTEM,
Registered Agent

By

Charlotte Renee Cruz
Name Charlotte Renee Cruz, Asst. Secretary
Title _____

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11. Attached is a Certificate of Good Standing issued by the Secretary of State of the State of Ohio dated not more than 90 days prior to the delivery of this application to the Department of State.

12. **Names and addresses of Officers:**

Gregory K. Glass, President
18018 Palm Breeze Drive
Tampa, FL 44212

Jacques F.M. van Deursen, Vice President
Stephensonweg 12, Gorinchem
Postbus 777, 4200 AT Gorinchem, Nederland

Niek P.N. Slotboom, Vice President and Treasurer
1130 Industrial Parkway North
Brunswick, OH 44212

Eric R. van den Adel, Vice President and Secretary
Stephensonweg 12, Gorinchem
Postbus 777, 4200 AT Gorinchem, Nederland

13. **Names and addresses of Directors:**

Niek P.N. Slotboom
1130 Industrial Parkway North
Brunswick, OH 44212

Jacques F.M. van Deursen
Stephensonweg 12, Gorinchem
Postbus 777, 4200 AT Gorinchem, Nederland

Eric R. van den Adel
Stephensonweg 12, Gorinchem
Postbus 777, 4200 AT Gorinchem, Nederland

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GROENEVELD ATLANTIC SOUTH, INC.

By


Gregory K. Glass, President

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show GROENEVELD ATLANTIC SOUTH, INC., an Ohio corporation, Charter No. 1023652, having its principal location in Brunswick, County of Medina, was incorporated on August 17th, 1998 and is currently in GOOD STANDING upon the records of this office.

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FILED
SECRETARY OF STATE
DIVISION OF RECORDS

WITNESS my hand and official

seal at Columbus, Ohio on

March 12, 1999



J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State