

CSC
THE UNITED STATES
CORPORATION
CORPANY

ACCOUNT NO. : 072100000032

REFERENCE : 212134 4300458

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : April 20, 1999

ORDER TIME : 1:49 PM

ORDER NO. : 212134-005

300002846363--3

CUSTOMER NO: 4300458

CUSTOMER: Lynn Michalson, Legal Asst
Coudert Brothers
1114 Ave. Of The Americas

New York, NY 10036

FOREIGN FILINGS

NAME: ASCOM ENERGY SYSTEMS, INC.

99 APR 21 PM 3:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Wg
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gpr

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 Glisan
TALLAHASSEE, FL 32310
DIVISION OF CORPORATIONS
SECRETARY OF STATE

99 APR 21 PM 2:31

RECEIVED

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. Ascom Energy Systems, 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. Applied For
(FEI number, if applicable)
4. April 6, 1999
(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 817.155, F.S.))
7. 1 Pine Lakes Parkway North
Palm Coast, Florida 32137
(Current mailing address)
8. Any lawful activity
(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.

By: Corporation Service Company
Mary Warner, Ass't VP
(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)

Director

~~Chairman:~~ Isto Hantila

Address: Ascom Holding AG, Belpstrasse 37
CH-3000 Bern 14 Switzerland

Director

~~Vice Chairman:~~ Jakob Schlapbach

Address: Ascom Holding AG, Belpstrasse 37
CH-3000 Bern 14 Switzerland

Director: Markus Zimmermann

Address: Ascom Holdings AG, Belpstrasse 37
CH-3000 Bern 14 Switzerland

Director:

Address:

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

President: Isto Hantila

Address: Ascom Holding AG, Belpstrasse 37
CH-3000 Bern 14 Switzerland

Vice President: Jakob Schlapbach

Address: Ascom Holding AG, Belpstrasse 37
CH-3000 Bern 14 Switzerland

Secretary: Markus Zimmermann

Address: Ascom Holding AG, Belpstrasse 37
CH-3000 Bern 14 Switzerland


Vice President and

Treasurer: Peter Loosli

Address: Ascom Holding AG, Belpstrasse 37
CH-3000 Bern 14, Switzerland

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.

Christopher M. Wells, Assistant Secretary

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

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Addendum

B. Officers

Assistant Secretary: Christopher M. Wells
c/o Coudert Brothers
1114 Avenue of the Americas
New York, New York 10036-7703

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASCOM ENERGY SYSTEMS, 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 TWENTIETH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASCOM ENERGY SYSTEMS, INC." WAS INCORPORATED ON THE SIXTH DAY OF APRIL, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 21 PM 3:10



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9697297

04-20-99