

F 99000002065

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-04/22/99--01004--002
*****70.00 *****70.00

CORPORATION(S) NAME

Philadelphia Gear Corporation

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 04/21/99
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 Acknowledgement _____
 W.P. Verifier _____

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*corp filed prior under
 P00481 withdrawn*

63 4/21/99

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APR 21 PM 4:02

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**Philadelphia
Gear Corporation**

181 S. Gulph Road
King of Prussia, PA 19406

April 21, 1999

State of Florida
Secretary of State

Dear Sir or Madam:

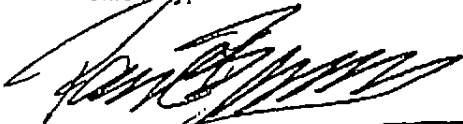
The company is filing a registration to conduct business in the State of Florida. Withdrawal from the state was completed in November 1997, which was in error.

Due to internal miscommunication, the company had continued to have an employee in the State of Florida.

A 1997 state income tax return was filed and a 1998 income tax return will be filed with the Department of Revenue.

I request abatement of penalties and interest due to this oversight.

Sincerely,


Paul F. Brennan
Asst. Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. PHILADELPHIA GEAR CORPORATION
(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. PENNSYLVANIA 3. 23-0971305
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/4/1939 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/98 (previously filed under P00481 will be a corp)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 191 SOUTH GURPH ROAD
KING OF PRUSSIA, PA 19406
(Current mailing address)

8. MANUFACTURE AND SALES OF GEARS, SPEED REDUCERS.
(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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 TALLAHASSEE, FLORIDA

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.

Korri A Behler
(Registered agent's signature) KORRI A. BEHLER
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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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 F. YAGLENKI, JR VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Philadelphia Gear Corporation**

1. Jerard Rooney, President
181 South Gulph Road
King of Prussia, Pennsylvania 19406
2. Matthew F. O'Reilly, Secretary & Treasurer
181 South Gulph Road
King of Prussia, Pennsylvania 19406
3. Jules Debaecke, Vice President
181 South Gulph Road
King of Prussia, Pennsylvania 19406
4. Paul F. Brennan, Assistant Secretary
181 South Gulph Road
King of Prussia, Pennsylvania 19406

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TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 07, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I DO HEREBY CERTIFY THAT,

PHILADELPHIA GEAR CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Dujongjalla

ACTING

Secretary of the Commonwealth

DPOS