

F990000002852

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MOTOMAN, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

300002891733--1
-06/01/99--01151--011
*****70.00 *****70.00

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:

Cara S. King, Corporate Paralegal

(Name of Person)

300002891733--1
-06/01/99--01151--012
*****8.75 *****8.75

Coolidge, Wall, Womsley & Lombard Co., L.P.A.

(Firm/Company)

33 W. First Street, Suite 600

(Address)

Dayton, Ohio 45402-1289

(City/State/Zip)

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TALLAHASSEE, FLORIDA
6/3

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

Cara S. King

(Name of Person)

at (937) 449-5784

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

Robert B. Womsley
John C. Lombard
Ronald S. Pretkin
Roger J. Makley
Jonas J. Gruenberg
Merle F. Wilberding
Hugh E. Wall III
Robert P. Bartlett, Jr.
Glenn L. Bower
J. Stephen Herbert
John A. Cumming
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R. Scott Blackburn
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Jeffrey D. Snyder
Beth A. Buchanan
Dina M. Cary
Beth A. Uhlmann
Shannon L. Costello

J. Bradford Coolidge
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Retired
Hugh E. Wall, Jr.

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Offices also located at:
Columbus, Ohio

May 28, 1999

Florida Secretary of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

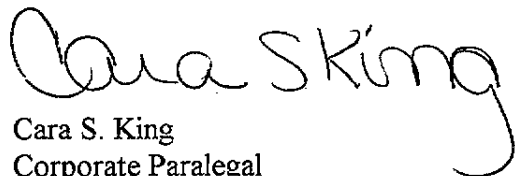
RE: Motoman, Inc.

Dear Sir or Madam:

Enclosed is the Application for Authorization to Transact Business to be filed with your office on behalf of Motoman, Inc., a Delaware corporation. Also enclosed are two checks; one for \$70.00 and one for \$8.75. Upon processing, please return the certificate of status to my attention in the self-addressed, stamped envelope provided.

Should you have any questions, please do not hesitate to call collect.

Very truly yours,


Cara S. King
Corporate Paralegal

Enclosures
573050/505CSK11.LTR

c: Hugh E. Wall III, Esq. (w/o enclosures)

**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. MOTOMAN, 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. 31-1275631

(FEI number, if applicable)

4. July 18, 1989

(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. 805 Liberty Lane

West Carrollton, Ohio 45449

(Current mailing address)

8. Sale of industrial robots and robot-based manufacturing 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: C T Corporation System

Office Address: 1200 South Pine Island Road

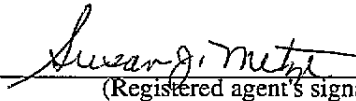
Plantation

, Florida , 33324

(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.



Susan J. Metze, Asst. Sec'y

(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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STATE OF FLORIDA

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: _____

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

President: See Attached

Address: _____

Vice President: _____

Address: _____

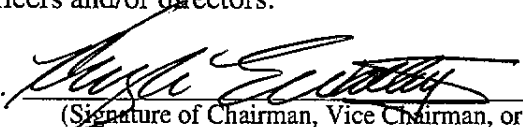
Secretary: _____

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. Hugh E. Wall, III, Secretary
(Typed or printed name and capacity of person signing application)

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

EXHIBIT A

DIRECTORS:

Kaoru Kimura
2-1, Kurosaki-Shiroishi
Yahatanishi-ku
Kitakyushu 806, Japan

Norie Matsuno
2121 Norman Drive South
Waukegan, IL 60085

Yoshinori Abe
1050 South Dorset
Troy, OH 45373

Craig S. Jennings
805 Liberty Lane
West Carrollton, OH 45449

Osamu Motomatsu
2121 Norman Drive South
Waukegan, IL 60085

OFFICERS:

| | |
|--------------------------------------|--|
| Chairman | Norie Matsuno 2121 Norman Drive South Waukegan, IL 60085 |
| President/COO | Craig S. Jennings 805 Liberty Lane West Carrollton, OH 45449 |
| Sr. Vice President | Yoshinori Abe 1050 South Dorset Troy, OH 45373 |
| Sr. Vice President | Mark Schnee 805 Liberty Lane West Carrollton, OH |
| Vice President- Finance/Treasurer | Patrick A. Osler 805 Liberty Lane West Carrollton, OH |
| Secretary | Hugh E. Wall III 33 W. First Street Dayton, OH 45402 |

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 "MOTOMAN, 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-FIFTH DAY OF MAY, A.D. 1999.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

AUTHENTICATION:

2202502 8300

DATE: 9766594

991207604

05-25-99