



THE UNITED STATES
CORPORATION
COMPANY

F99000003255

ACCOUNT NO. : 072100000032

REFERENCE : 265335 7166661

AUTHORIZATION :

Patricia Pizante

COST LIMIT : \$ 70.00

ORDER DATE : June 7, 1999

ORDER TIME : 4:35 PM

ORDER NO. : 265335-015

400002915274--7

CUSTOMER NO: 7166661

CUSTOMER: Ms. Susan Mallek
Metals, Usa
Three Riverway
Suite 600
Houston, TX 77056

FOREIGN FILINGS

NAME: METALS AEROSPACE
INTERNATIONAL, 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: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 25 PM 12:05

AL JUN 25 1999

RECEIVED
99 JUN 25 AM 8:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FL

**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. Metals Aerospace International, 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 applied for 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 27, 1999 Perpetual 5.
(Date of Incorporation) (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. c/o Harvey Titanium, Ltd., 1330 Colorado Avenue

Santa Monica, CA 90404

(Current mailing address)

The nature of the business or purposes to be conducted by the Corporation is metals processing. To engage in any act or activity for which corporations may be organized.

8. (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

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: Laure R. Duff

(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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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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. John A. Hageman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John A. Hageman, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Metals Aerospace International, Inc.

List of Officers

Name: Barry Harvey **Title:** CEO and President
Bus. Addr.: 1330 Colorado Ave., Santa Monica, CA 90404

Name: Randall Biggs **Title:** Executive Vice President
Bus. Addr.: 906J Caminito Madrigal, Carlsbad, CA 92018

Name: Richard Ward **Title:** Vice President/Treas/Sec
Bus. Addr.: 1330 Colorado Ave., Santa Monica, CA 90404

Name: J. Michael Kirksey **Title:** Vice President
Bus. Addr.: Three Riverway, Suite 600, Houston, TX 77056

Name: Terry L. Freeman **Title:** Vice President/Asst. Treas.
Bus. Addr.: Three Riveway, Suite 600, Houston, TX 77056

Name: Keith E. St. Clair **Title:** Asst. Treas./Asst. Sec.
Bus. Addr.: Three Riverway, Suite 600, Houston, TX 77056

Name: John A. Hageman **Title:** Asst. Secretary
Bus. Addr.: Three Riverway, Suite 600, Houston, TX 77056

List of Directors

Name: Barry Harvey **Term:** May 19, 2000
Bus. Addr.: 1330 Colorado Ave., Santa Monica, CA 90404

Name: William B. Edge **Term:** May 19, 2000
Bus. Addr.: 6000 Fairview Road, Suite 635, Charlotte, NC 28210

Name: J. Michael Kirksey **Term:** May 19, 2000
Bus. Addr.: Three Riverway, Suite 600, Houston, TX 77056

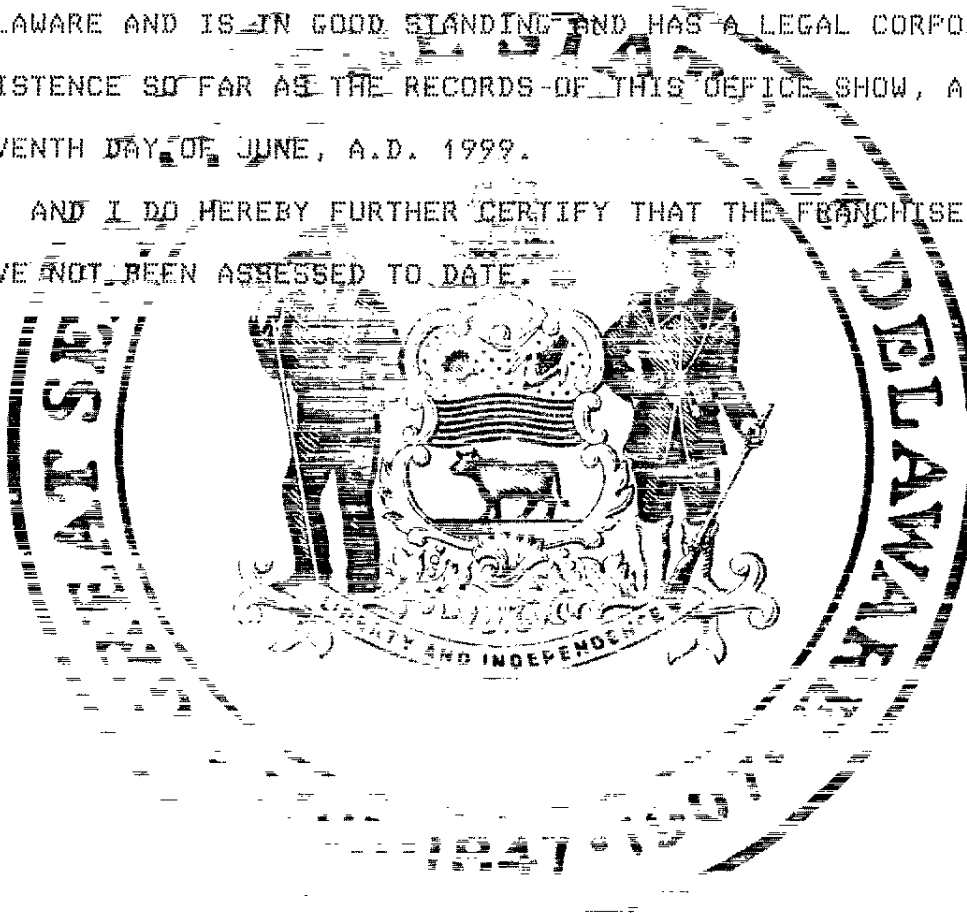
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METALS AEROSPACE INTERNATIONAL, 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 SEVENTH DAY OF JUNE, A.D. 1999.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 25 PM 12:05



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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06-07-99