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File No 99088

August 9, 1999

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*****70.00 *****70.00

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attention: Mr. Michael Mays

**RE: Filing of Certificate of Limited Partnership for
Lauderdale Performance Diesel, Ltd.
Ref. Number: W99000016566**

Dear Mr. Mays:

I am in receipt of your letter number 999A00036956 dated August 4, 1999. I am returning to you the following items:

1. Your letter referenced above;
2. Certificate of Limited Partnership;
3. Affidavit of Capital Contributions for Florida Limited Partnership;
4. Application by foreign corporation for authorization to transact business in Florida;
5. Certificate of Status for THE WALDRON GROUP from the Maine Secretary of State;
6. Filing fee of \$70.00 for Application by Foreign Corporation for Authorization to Transact Business in Florida.

As we discussed today, there was confusion regarding the fact that the application referenced in number 4 (above) was included with the Limited Partnership Application. Again, I confirm that your office is in possession of our check totaling \$446.25 for filing fees. Please direct your correspondence to the undersigned.

Sincerely,



William Gerstein

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
59 AUG 1 AM 9:28
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8/11

**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. The Waldron Group, 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. Maine

(State or country under the law of which it is incorporated)

3. 01-0474448

(FEI number, if applicable)

4. 6/17/92

(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. _____

183 U.S. Route One, Falmouth, ME 04105

(Current mailing address)

8. Any and all Lawful Practices For a Corporation

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: William Gerstein

Office Address: 1300 North Federal Highway, Suite 203

Boca Raton

Florida, 33432-2848

(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.



(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
59 AUG 11 AM 9:28

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William G. Waldron

Address: 183 U.S. Route One, Falmouth, ME 04105

Director: _____

Address: _____

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

President: William G. Waldron

Address: 183 U.S. Route One, Falmouth, ME 04105

Vice President: n/a

Address: _____

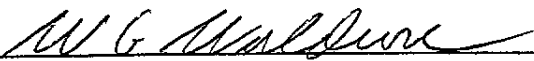
Clerk: ~~xxxxxx~~ Horace W. Horton

Address: One Monument Way, Portland, ME 04101

Treasurer: William G. Waldron

Address: 183 U.S. Route One, Falmouth, ME 04105

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. William G. Waldron, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF INVESTIGATION
99 AUG 11 AM 9:20

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

I further certify that THE WALDRON GROUP is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is June 17, 1992.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 11 1999
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In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, Maine, this twentieth day of July 1999.

Dan Gwadnosky

DAN GWADOSKY

Secretary of State