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STATE OF FLORIDA
DIVISION OF CORPORATIONS

March 9, 1999

Via FedEx

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: MAHA USA, LLC

400002802294--1

-03/11/99-01055-009

****285.00 ****285.00


Dear Sir/Madam:

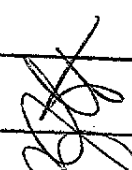

Attached please find the following in connection with our application to register a foreign limited liability company to transact business in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
2. Certificate of Existence from the Secretary of the State of Delaware
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company
4. Certificate of Designation of Registered Agent/Registered Office
5. Excerpt from German Commercial Register (with certified English translation) as evidence of existence of the corporate Member/Managers.
6. Letter from German attorney (with pertinent section highlighted) concerning the excerpt from the German Commercial Register as evidence of existence of a German company.
7. Our check in the amount of \$285.00 representing the Filing Fee and the Designation of Registered Agent Fee

Please feel free to contact me should you have any questions or need any additional information.

Very truly yours,


Mory Amaro, Paralegal

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

m8823

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MAHA USA, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2135563
(FEI number, if applicable)
4. Aug. 24, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. projected 5/1/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 550 South Barfield Drive
Marco Island, FL 34145
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
MAHA MASCHINENBAU HALDENWANG GmbH & Co. KG Hoyen 20 - 87490 Haldenwang (Allgäu) Germany	Member/ Manager	_____	_____
MAHA Beteiligungs- Gesellschaft mbH Hoyen 20 - 87490 Haldenwang (Allgäu) Germany	Member/ Manager	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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 "MAHA USA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9534757

01-22-99

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991026661

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MAHA USA, LLC


2. The name and the Florida street address of the registered agent and office are:

Steven L. Cantor, P.A.
(Name)

777 Brickell Ave. #500
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami FL 33131
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

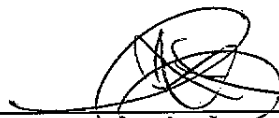
The undersigned member or authorized representative of a member of MAHA USA, LLC
_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$10,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ —;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$10,000.00
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Steven L. Cantor, Authorized Representative
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit