



THE UNITED STATES
CORPORATION
COMPANY

P36945

File First

ACCOUNT NO. : 072100000032

REFERENCE : 221413 4730026

AUTHORIZATION : Patricia Pysant

COST LIMIT : \$ 35.00

ORDER DATE : January 14, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 221413-025

CUSTOMER NO: 4730026

200002061012--5

CUSTOMER: William Bernstein, Esq
William Bernstein Esq
85 East End Avenue

New York, NY 100280000

FOREIGN FILINGS

NAME: EMGLO PRODUCTS CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 16 PM 4:26

FILED

DIVISION OF CORPORATION

97 JAN 16 PM 2:33

RECEIVED

None Change
1-21-97
PC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1997

CSC - VICTORIA PEREZ

TALLAHASSEE, FL

SUBJECT: EMGLO PRODUCTS CORPORATION
Ref. Number: P36945

RESUBMIT

**Please give original
submission date as file date.**

We have received your document for EMGLO PRODUCTS CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 997A00002431

RECEIVED
97 JAN 17 PM 1:11
DIVISION OF CORPORATION

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Englo Products Corporation
Name of corporation as it appears on the records of the Department of State.
2. Pennsylvania 3. December 20, 1991
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 18, 1996
5. EMG CORP., d/b/a EMG Liquidating Corp. in the State of Florida
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

January 10, 1997

Date

William Bernstein

Typed or printed name

Secretary

Title

FILED
97 JAN 16 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA

AFFIRMATION FOR USE OF NAME
OTHER THAN EMG CORP. IN ANY
STATE WHERE THE NAME EMG CORP.
IS NOT AVAILABLE FOR USE

STATE OF NEW YORK, COUNTY OF NEW YORK:

I, WILLIAM BERNSTEIN, a member in good standing of the bar of the State of New York, affirms the truth of the following statements under penalty of perjury:

1. My office address is at 85 East End Avenue, New York, New York 10028. My telephone number is (212) 628-4200 and my fax number is (212) 535-4068.

2. I am an officer, namely, the Secretary, of EMG Corp. (formerly, Englo Products Corporation), a Pennsylvania corporation (the "Corporation"). I am also general counsel to the Corporation, and I have knowledge of the facts herein-after set forth.

3. Attached hereto is a true and exact copy of resolutions dated and duly adopted by the board of directors of the Corporation on January 9, 1997, by unanimous written consent of all of the members of said board of directors.

4. Pursuant to the terms of said resolutions, should the name EMG Corp. not be available for use in any state to which a representative of CSC, on behalf of the Corporation, submits the state-required papers for such use, I, William Bernstein, on behalf of the Corporation and being so authorized by the terms of the resolutions, hereby designate, in order of priority set forth below, the following name, or assumed name, for use in any such state:

a. EMG Liquidating Corp. (1st choice)

Dated: New York, New York
January 11, 1997



William Bernstein

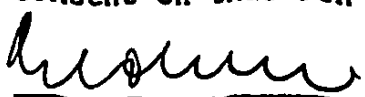
WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF THE BOARD
OF DIRECTORS OF EMG CORP.,
FORMERLY EMGLO PRODUCTS
CORPORATION, A PENNSYLVANIA
CORPORATION

The undersigned, being all of the members of the board of directors of EMG Corp., formerly Emglo Products Corporation, a Pennsylvania corporation (the "Corporation"), hereby unanimously consent to the adoption of, and do hereby adopt, the following resolutions, which resolutions are in full force and effect at the date hereof:

RESOLVED, that the Corporation, acting by either or both of Ruedi Temperli, presently its Treasurer and Chief Financial Officer, and William Bernstein, its Secretary, (said Ruedi Temperli being hereby also elected as Vice-President of the Corporation), Mr. Temperli and Mr. Bernstein being hereby authorized to act singly, shall take all steps necessary or desirable (1) to allow Emglo Products, L.P. and its general partner, Emglo Products, Inc., or its or their designee(s), to qualify to do business in the states where the Corporation, prior to the closing of the sale of the business of the Corporation on December 17, 1996, was doing business, and (2) to change its name to EMG Corp. in those states or, if such name is not available in any one or more of those states, to any other name designated by Mr. Temperli or Mr. Bernstein, in his discretion, which may be available therein, and (3) to withdraw from all of said states by fulfilling their requirements for such withdrawal; and be it further

RESOLVED, that Messrs. Temperli and Bernstein, or either of them, shall sign and deliver such instruments, documents, and other papers, and take all other action which may be necessary or desirable, in their or his discretion, in order to carry out and give effect to these resolutions and to the consummation of the transactions contemplated hereby, hereby authorizing, ratifying, approving, and confirming all of the same.

IN WITNESS WHEREOF, the undersigned have duly signed this Consent on this 9th day of January, 1997.


Dr. Reto E. Meier


Heinz Ruegg


Werner Staub



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

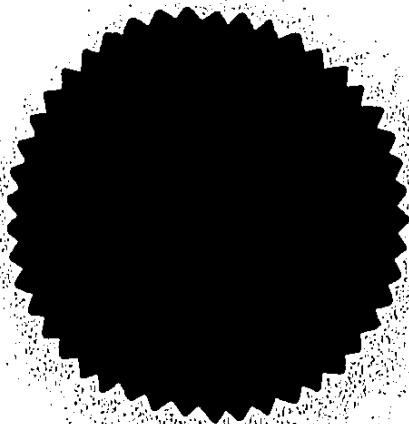
JANUARY 08, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on August 27, 1990 for WMHC ACQUISITION CORPORATION, a Pennsylvania corporation, incorporated August 15, 1990, whereby the corporate name was changed to EMGLO PRODUCTS CORPORATION.

I DO FURTHER CERTIFY, That on December 17, 1996, effective December 18, 1996, Articles of Amendment were filed in this department, whereby EMGLO PRODUCTS CORPORATION changed its corporate name to EMG CORP.

WHEREFORE, It appears that EMG CORP. remains subsisting 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.

A handwritten signature in cursive script, appearing to read "Gretchen K. Kunk".

Secretary of the Commonwealth

DPOS