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P38518

April 17, 1992

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FEDERAL EXPRESS

RE: Rohde & Liesenfeld, Inc.
Mandler & Silver File No. 2171.101

Dear Sir:

Enclosed please find the completed Application by Foreign Corporation For Authorization to Transact Business in Florida. Attached to the application is an original stamped Certificate of Status from the New York Department of State. Also enclosed is our firm check in the amount of \$70.00 representing your filing fee.

The letter of acknowledgment from your office may be sent to Mandler & Silver, 1001 S. Bayshore Drive, Suite 2600, Miami, Florida 33131.

Please feel free to call me if there are any problems or questions concerning the foregoing. Thank you for your anticipated cooperation.

Very truly yours,

Sherie Katz

Sherie Katz
Legal Assistant

encl.
/sr

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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. ROHDE & LIESENFELD, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. NEW YORK STATE
(State or country under the law of which it is incorporated)
3. 3/30/76 4. perpetual
(Date of Incorporation) (Duration)
5. 13-2859141
(Federal Employer Identification number, if applicable)
6. 5-4-92
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2050 NW 93rd Ave, Miami, FL 33172
(Current mailing address)
8. Freight Forwarder
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Dieter Liesenfeld
Address: Mayerhofstrasse 9
Hamburg 52 W Germany 2000

Vice Chairman: _____
Address: _____

Director: Werner Knaack
Address: Perlbergweg 39
2000 Hamburg 65 Germany

Director: _____
Address: _____

B. Officers:

President: Bodo Liesenfeld
Address: Holzwieler 8C
Hamburg 52 W Germany 2000

Vice President: Jan Beringer
Address: One World Trade Center, Suite 3271
New York, New York 10048

Secretary: Joachim Enkisch
Address: Duenenweg 8
2200 Elmshorn Germany

Treasurer: Carl Peter Macke
Address: Rissener Landstr. 155
2000 Hamburg 55 Germany

(If needed, you may attach an addendum to the application listing additional officers and/or directors.) (SEE ATTACHED ADDENDUM)

10. Name and Street address of Florida registered agent:

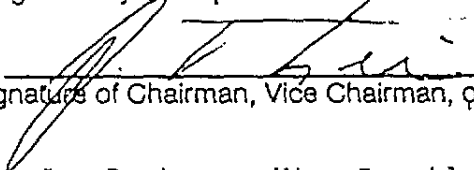
Name: Scott M. Bernstein
Office Address: 1001 S Bayshore Dr. Suite 2600
Miami, Florida 33131
Zip Code

11. 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: 

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jan Beringer, Vice President
(Name and capacity of person signing application)

ADDENDUM

Vice President: Alfonse Giordano
Address: 642 - 68th Street
Brooklyn, NY 11220

Vice President: Hartwig Gaven
Address: 727 Sturn Bridge Lane
Schaumburg, IL 60193

Vice President: Michael Rasmussen
Address: 13929 Marquesas Way, Apt. 119A
Marina Del Rey, CA 90292

Vice President: Mirko Knezevic
Address: 39-78 51ST Street
Sunnyside, NY 11104

Assistant Vice President: Steven Roszas
Address: 3260 Rawlins Ave.
Bronx, NY 10465

Assistant Vice President: Diane Dowling
Address: 8657 Gregory Lane
Des Plaines, IL 60018

State of New York }
Department of State } ss:

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

RHODE & LIESENFELD, INC.

the certificate of incorporation of which corporation was filed March 30, 1976, with perpetual
duration.

I further certify that I find the following Amendments:

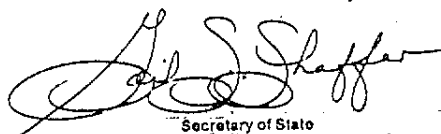
Certificate of Amendment of
Certificate of Incorporation
Filed March 5, 1981

Certificate of Amendment of
Certificate of Incorporation
Filed January 6, 1982

Certificate of Amendment of
Certificate of Incorporation
Filed April 22, 1987

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal of the
Department of State at the City of
Albany, this 12th day
of February one thousand
nine hundred and ninety-two


Secretary of State