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C T CORPORATION SYSTEM

Recipient's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

300701598123
-01/19/96--01045--025
*****70.00 *****70.00

1-19

Putter, Inc.

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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. Piller, 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
(State or country under the law of which it is incorporated)
3. 521695869
(FEI number, if applicable)
4. August 22, 1990
(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 817.156, F.S.))
7. 3949 Schelden Circle, Bethlehem, Pennsylvania 18017
(Current mailing address)
8. Sales / Servicing Power Systems
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Domenic Borriello
(Registered agent's signature) (Officer)

Domenic Borriello, Asst. Secretary
(Type Name and Title of Officer)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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. *Thomas McNicholas*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. THOMAS McNICHOLAS, V.P.
(Typed or printed name and capacity of person signing application)

PILLER, INC.
Board of Directors
and Officers

Board of Directors

Dr. Klaus Westphal, Chairman *

Dr. Bernd Kübler*

Mr. Klaus Sachs*

Mr. Deiter Wingen**

Mr. Joseph Hilton***

Mr. Thomas McNicholas***

Officers

Mr. Klaus Sachs, President*

Mr. Joseph Hilton, Secretary, Vice President-Technical &
General Manager-Bethlehem***

Mr. Thomas McNicholas, Treasurer, Ass't Secretary & Vice
President-Finance***

Mr. Peter McKenna, Vice President-Marketing***

Mr. Stanley Plato, Vice President-Sales**

Mr. George Danbury, Vice President-Service**

Mr. John Kelly, Vice President & General Manager-Middletown**

Mr. Bruce Davis, Ass't Secretary***

Mailing addresses:

* - Piller GmbH
Abgunst 24
Osterode am Harz, Germany

** - Piller, Inc.
RD No. 4 Box 194
South Plank Rd.
Middletown, NY 10940

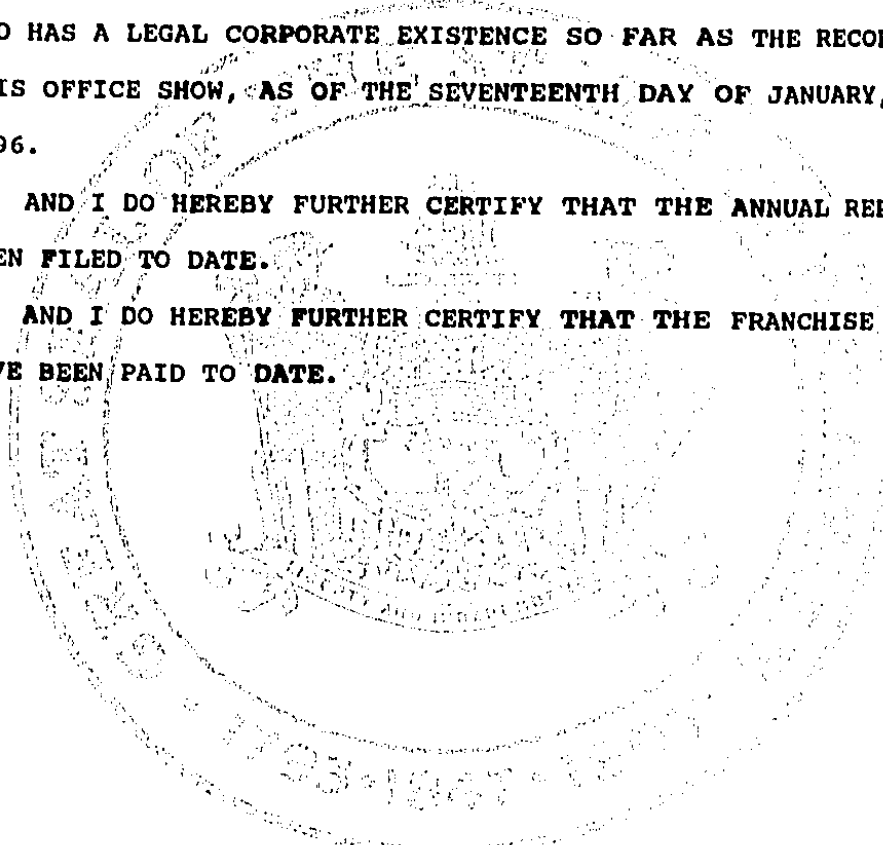
*** -Piller, Inc.
3949 Schelden Circle
Bethlehem, PA 18017

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PILLER, 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 SEVENTEENTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7791560

DATE:

01-17-96