

State of Idaho

Department of State

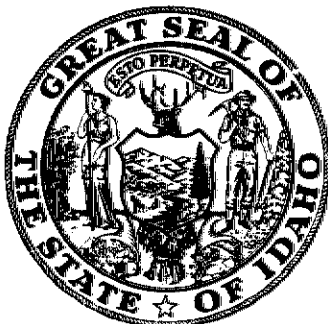
CERTIFICATE OF AUTHORITY OF

MG METAL & COMMODITY CORP.
File number C 119655

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MG METAL & COMMODITY CORP. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MG METAL & COMMODITY CORP. to transact business in this State under the name MG METAL & COMMODITY CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 29, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

MAY 29 10 54 AM '97

1. The name of the corporation is MG Metal & Commodity Corp.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 9/23/96 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
c/o CT Corp. 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is
520 Madison Avenue, New York, New York 10022
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 5/28/97

MG Metal & Commodity Corp.
(Corporation name)
By Arthur G. Taylor
Its President, Vice President, Secretary or Assistant Secretary
(please specify)
Arthur G. Taylor

Secretary of State use only

IDAHO SECRETARY OF STATE

DATE 05/29/1997
0900 97006 2
CX #: 68693 CUST#: 20168
AUTH PRO 1@ 100.00= 100.00
CORP SUR 1@ 20.00= 20.00

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MG METAL & COMMODITY CORP.

List of Officers and Directors

<u>Directors:</u>	<u>Address:</u>
Dr. Horst Siedentopf	520 Madison Avenue, NY, NY 10022
Karlheinz Hornung	520 Madison Avenue, NY, NY 10022
Thomas A. McKeever	520 Madison Avenue, NY, NY 10022
Michael Farmer	520 Madison Avenue, NY, NY 10022
Hanns Beese	520 Madison Avenue, NY, NY 10022
Markus Süßmann	520 Madison Avenue, NY, NY 10022

<u>Officers</u>	<u>Title</u>	<u>Address</u>
Dr. Horst Siedentopf	Chairman of the Board	520 Madison Avenue, NY, NY 10022
Michael Farmer	President	520 Madison Avenue, NY, NY 10022
Joseph Robertson	Executive VP	520 Madison Avenue, NY, NY 10022
Philip Bacon	Executive VP	520 Madison Avenue, NY, NY 10022
Louis Colarusso	Vice President - Controller	520 Madison Avenue, NY, NY 10022
James Muller	Vice President - Accounting	520 Madison Avenue, NY, NY 10022
Joshua Kalter	Vice President	520 Madison Avenue, NY, NY 10022
David Rosenblum	Vice President	520 Madison Avenue, NY, NY 10022
Spior Spirakis	Vice President	520 Madison Avenue, NY, NY 10022
Frank Mastromatteo	Vice President	520 Madison Avenue, NY, NY 10022
Arthur G. Taylor	General Counsel & Secretary	520 Madison Avenue, NY, NY 10022
Marcelo Parra	Treasurer	520 Madison Avenue, NY, NY 10022

Office of the Secretary of State

May 29 10 55 AM '97

SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATES OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MG METAL & COMMODITY CORP." 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 TWENTY-EIGHTH DAY OF MAY, A.D. 1997.

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.



A handwritten signature in dark ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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05-28-97