

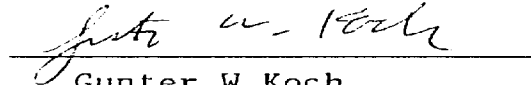


DECLARATION OF GUNTER W. KOCH

I, GUNTER W. KOCH, do hereby declare that I am a citizen of the United States and reside at 1365 Washington Drive, Venice, Florida 34293, and that:

1. I am conversant with the English and German languages and I am a competent translator thereof.

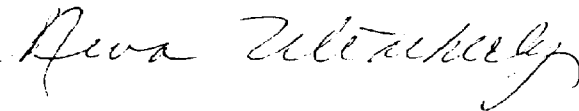
2. I have prepared the accompanying English translation, and that it is a true and accurate translation.

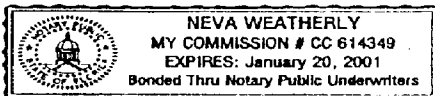


Gunter W. Koch  
Certified Translator

STATE OF FLORIDA  
COUNTY OF SARASOTA

Date: 01/05/98





District Court Wuppertal-42097 Wuppertal  
Patentanwlte  
Buse, Mentzel, Ludewig  
Kleiner Werth 34  
42275 Wuppertal

Certified copy  
dated: 12.09.1998

It is expressly noted that the  
underlined portions of the  
entries in the subject copy  
are cancelled by cancellations  
or other entries, in as far as  
nothing else is reflected in  
the remaining content.

DISTRICT COURT  
Wuppertal

- Commercial Register-

HRA 14580

Your Ref.:

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of :ry	a) company b) address (seat of company) c) type of business (legal cor- porations)	owner of business personally liable partner chairman liquidator	proxy	legal status	a) de si b) re
1	2 Vorwerk & Co. Elektrowerke KG. Wuppertal	3 Firma Vorwerk & Co., Wuppertal.	4 5 Limited partnership company, as of as of December 13, 1967, with the Firma Vorwerk & Co., Wuppertal as the perso- nally liable partner and the Firma Vorwerk & Co. Elektro-Beteiligungs- gesellschaft mit beschränkter Haftung Wuppertal as a limited partner with a share of DM 50.000.	Dece sic	
2		Firma Vorwerk & Co. Elektro Beteiligungsgesellschaft mit beschränkter Haftung, Wuppertal.	The hitherto limited partner Firma Vorwerk & Co. Elektro-Beteiligungsgesellschaft mit beschränkter Haftung, Wuppertal has been moved into the position of a personally liable partner. The hitherto personally liable partner the limited partnership company under the company Vorwerk & Co., Wuppertal has been moved into the position of a limited partner with a share of DM 25.000.000.--.	Feb sic	
3	Vorwerk & Co. Elektro- Werke - GmbH & Co. KG.		The company has been changed.	Jul sic	
4	Vorwerk & Co. Elektro- Werke KG.	Dr. Georg-named Jörg- Mittelsten Scheid, attorney, Wuppertal.	Joint proxies: Hans Cohns, Wuppertal; Dr. Ulrich Möllmann, Wuppertal. Each of whom represents the company jointly with a proxy.	Sep sic	

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District Court: Wuppertal

.of a) company b) address (seat of company) c) type of business (Legal cor- porations)	owner of business personally liable partner chairman liquidator	proxy	Legal status	a) date b) re
1 2	3	4 Joint proxies: Günter Aldenhoven, Neuss; Hans Will Christians, Wuppertal; Friedrich Hö- cker, Bad Wörishofen; Ernst Karl Kleeb, Sprock- hövel; Karl Ernst Klute, Wuppertal; Rudolf Paas- haus, Wuppertal; Georg Schäfer, Leverkusen; Kurt Yoss, Gehrden; Karl Ernst Weissbarth, Wuppertal. Each of whom represents the company with another proxy.	5	06 (sic)
6		Joint proxy: Hans Zilger, Wuppertal. He represents the compa- ny jointly with another proxy.		Mar (sic)
6		The proxies Georg Schä- fer and Friedrich Höcker are withdrawn.		Mar (sic)
7		The proxy Karl Ernst Klute is withdrawn. Joint proxies: Klaus Liebig, Dortmund. He represents the com- pany jointly with another proxy.		Jul (sic)

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No. of entry	a) company b) address (seat of company) c) type of business (legal corporations)	owner of business personally liable partner chairman liquidator	proxy		a) date b) registered
1	2	3	4	5	
8			The proxy Karl Ernst Weissbarth is withdrawn.		Ju s
9			Joint proxy: Hans-Helmut Fisseler, Wuppertal. He represents the company jointly with another proxy.		Ju s
10	Dr. Karl Eitel, Diploma- merchant, Ratingen.		The proxy Rudolf Passhaus is withdrawn. Joint proxy: Volker Guthan, Wuppertal He represents the company jointly with another proxy.	Dr. Karl Eitel has joined the company as a further personally liable partner.	Ja s
11			Joint proxy: Herbert Fritztz, Haan. He represents the company jointly with another proxy.		Au s
12			The proxy Hans-Willi Christians is withdrawn.		Je si
13			The proxies Hans Zilger and Günter Aldenhoven are withdrawn. Joint proxies: Thomas Harms, Mettmann; Heinz Theek, Wurselen. They jointly represent the company along with another proxy.		Mar si
14					At s

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No. of entry	a) company b) address (seat of company) c) type of business (legal corporations)	owner of business personally liable partner chairman liquidator	proxy	legal status	a) date b) reference
1	2	3	4	5	Nov (si b) F Rhe
		<p>Joint proxies: Bernd Wittmann, Wirth/Main; Fritz Rheinhardt, Offenbourg; Each of whom represents the company jointly with another proxy.</p>			Nov (si b) F Rhe
16			<p>Joint proxy: Detmar Karrenberg, Wuppertal. He represents the company jointly with another proxy.</p>		Feb (s)
17			<p>The proxy Thomas Harms is withdrawn.</p>		Nov (si)
18			<p>The proxy Heinz Theek is withdrawn.</p>		Sep (s)
19			<p>The proxy Kurt Voss is withdrawn. Joint proxy: Erhard Fleiter, Wlfrath. He represents the company jointly with another proxy.</p>		Nov (s)

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No. of entry	a) company b) address (seat of company) c) type of business (legal corporations)	owner of business personally liable partner chairman liquidator	proxy	legal status	a) date b) reference
1	2	3	4	5	
20			The proxy <u>Herbert Fritz</u> is withdrawn. Joint proxy: <u>Dr. Jean-Pierre Lacoste</u> , <u>Erkath-Hochdahl</u> . He represents the company jointly with another proxy.		Ju (s)
21			Joint proxy: <u>Gerhard Hering, Barmental</u> . He represents the company jointly with another proxy.		Se (s)
22		<u>Vorwerk Stiftung, seat in Hamburg.</u>		The <u>Vorwerk Stiftung</u> has joined the company as a personally liable partner.	Ja (s)
23			The proxy <u>Hans Cohrs</u> is withdrawn. Joint proxy: <u>Hanns-Joachim Blume-Sprockhovel</u> . He represents the company jointly with a proxy.		Ap (s)
24	<u>Vorwerk Elektrowerke Stiftung &amp; Co. KG</u>		Joint proxy: <u>Rainer Pawlik, Hilden</u> . He represents the company jointly with another proxy.	The personally liable partners <u>Dr. Georg-called Jbrg-Mittelsten Scheid</u> and <u>Dr. Karl Eitel</u> are withdrawn from the company.	Ju (s)
25			The proxy <u>Dr. Jean-Pierre Lacoste</u> is withdrawn.		Ju (s)

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No. of entry	a) company b) address (seat of company) c) type of business (legal corporations)	owner of business personally liable partner chairman liquidator	proxy		a) day b) month c) year
1	2	3	4	5	
27			<p>Joint proxy: Heinrich Ester, Dortmund He represents the company jointly with another proxy.</p>		Nov (si)
28			<p>The proxy Ernst Karl Kleeb is withdrawn.</p>		Feb (si)
29			<p>The proxy Ernst Dietmar Kayrenberg is withdrawn.</p>		May (si)
30			<p>Joint proxy: Alfred Huppertz, Döhlau. He represents the company jointly with a proxy.</p>		Mar (si)
31			<p>The proxies Bernd Wittmann and Rainer Pawlik are withdrawn. Joint proxy. Anton Jatsch, Lohmar. He represents the company jointly with a proxy.</p>		Jur (si)
32	<p>a) Vorwerk Elektro- werke GmbH &amp; Co. KG</p>	<p>Vorwerk Elektrowerke Verwaltungsgesellschaft mbH, seat in Wuppertal</p>		<p>The Vorwerk Elektrowerke Verwaltungsgesellschaft has joined the company as a personally liable partner. The personally liable partner Vorwerk-Stiftung is withdrawn from the company. The company has been changed.</p>	a) 0 b) A

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No.	a) company b) address (seat of company) c) type of business (legal cor- porations)	owner of business personally liable partner chairman liquidator	proxy	Legal status	a) date b) re- sist
33	2	3	4 Joint proxies: Michael Wissmann, Mett- mann, Jürgen Unland, Wuppertal. They represent the company jointly with a proxy.	5	Aug 1981
34			The proxy Volker Guthan	The share of the limited partner Firma Vorwerk & Co has been reduced by DM7.000.000.- to DM18.000.000.-	Oct (st)
35			The proxy Volker Guthan Alfred Huppertz, Klaus Liebig, Fritz Reinhardt and Gerhard Haring are withdrawn. Joint proxy; Wolfgang Schfer Haan. He represents the company jointly with another proxy.		Oct (st)
36				Due to the separation agreement (split off) of August 28, 1997 and the agreeing decrees of the parti- cipating general meetings of the same date the partial company "Distribution" (transferring part) has been transferred in accordance with the separation agreement to the Vorwerk Deutschland Stiftung & Co. KG with seat in Wuppertal (Commer- cial register HRA 169998).	Oct (st) a) b) c)

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District Court: Wuppertal

HRA 14580

No. of entry	a) company address (seat of company) b) type of business (legal corporations)	owner of business personally partner chairman liquidator	proxy	legal status	a) day site b) ref
37	2	3	4 The proxy Hanns-Joachim Blume is withdrawn. Joint proxy: Beate-Katrin Köster, Düsseldorf. She represents the company jointly with a proxy.	5	Octc (sic)