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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Walter Construction (USA), Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Shelly Cooper
(Name of Person)
Walter Construction (USA), Inc
(Firm/Company)
441 Sw 41st Street
(Address)
Renton WA 98055
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Shelly Cooper at (425) 251-5332
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Walter Construction (USA), 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. Washington 3. 91-1343363
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 30, 1986 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 441 SW 41st Street, Renton, WA 98055
 (Current mailing address)

8. General Contracting
 (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

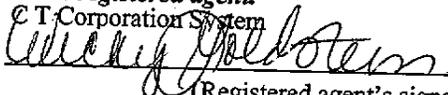
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida, 33324
 (Zip code)

10. 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.

C T Corporation System

 (Registered agent's signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

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WALTER CONSTRUCTION (USA) INC.

DIRECTORS

<u>Name</u>	<u>Resident Address</u>	<u>Business Address</u>
Peter Kern Date of taking Office: January 2, 1997	Pilsener Strasse 4 86356 Neusaess Germany	Walter Bau-Ag Boenheimstrasse 8, 86153 Augsburg, Germany
Dr. Josef Zimmermann Date of taking Office: November 19, 1996	Ricarda-Huch Strasse 10 48161 Munster Germany	Walter Bau-Ag Boenheimstrasse 8 86153 Augsburg, Germany
Peter J. Falk Date of taking Office: December 23, 1991	Box 19, Group 529, R.R. #5 Winnipeg, Manitoba R2C 2Z2	MTS PO Box 6666, Room B5000 489 Empress Street Winnipeg, Manitoba R3C 3V6
Robert W. Eden, Q.C. Date of taking Office: August 31, 1995	821 Rideau Road S.W. Calgary, Alberta T2S 0S1	WALTER Construction 233 – 19 Street N.E. Calgary, Alberta T2E 7Z8
Dale Anderson Date of taking Office: September 30, 1998	182 Timberline Drive Kelowna, B.C. V1W 4J6	WALTER Construction 233 – 19 th Street N.E. Calgary, Alberta T2E 7Z8
Rudolf Muehle Date of taking Office: January 5, 2000	Boehmerwaldstrasse 1b 85630 Neukeferloh Germany	Dyckerhoff & Widmann AG PO Box 810280 D 81902 Munchen Erdinger Landstrasse 1, Germany

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 COURT REPORTER
 100 MARKET STREET
 TORONTO, ONTARIO
 M5X 1C4

OFFICERS

<u>Office</u>	<u>Name</u>	<u>Resident Address</u>
Chairman March 3, 1999	Robert W. Eden	821 Rideau Road S.W. Calgary, Alberta T2S 0S1
President & CEO March 3, 1999	Brien Goodale	PH# 4, 100-10A St. NW Calgary, AB T2N 4T3
Senior Vice President & CFO and Secretary Treasurer March 3, 1999	Jaap Bouwman	15 Bayview Drive S.W.. Calgary, Alberta T2V 3N7
Vice President March 3, 1999	Norm Tennock	#703, 100 – 10A Street NW Calgary, Alberta T2N 4T3
Vice President March 3, 1999	Frank Ross	2307 Ridge Landing Oakville, Ontario L6M 3M7

Officers for USA Inc.

Robert Brien Goodale – President & CEO
PH #4, 100 – 10A Street NW
Calgary, Alberta T2N 4T3
(403) 283-6975
DOB: November 30, 1937
SS#: 556-56-1725 (US)
DL#: 145618-559 (Alberta)

Jacobus Bouwman, Senior Vice President, CFO and Secretary/Treasurer
15 Bayview Drive S.W.
Calgary, Alberta T2V 3N7
(403) 281-2439
DOB: March 31, 1945
SS#: 911-39-9889 (Cdn)
DL#: 144584-646

Norman Tennock, Vice President
#703, 100 – 10A Street NW
Calgary, Alberta T2N 4T3
(403) 270-7097
DOB: November 15, 1936
SS#: 602-106-213 (Cdn)
DL#: 2653318

Frank Ross, Vice President
2307 Ridge Landing
Oakville, Ontario L6M 3M7
(905) 469-0186
DOB: July 20, 1947
SS#: 107-213-357
DL#: R6726-26754-70720

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A: DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: (See Attached List of Directors and Officers)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: (See Attached List of Directors and Officers)

Address:

Vice President:

Address:

Secretary:

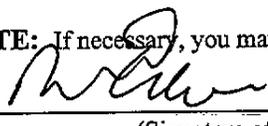
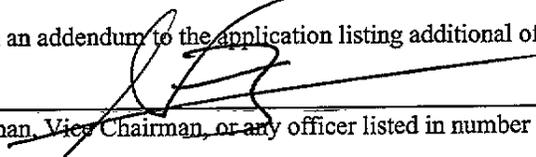
Address:

Treasurer:

Address:

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. Eden J. Bouwman
(Typed or printed name and capacity of person signing application)

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

WALTER CONSTRUCTION (USA) INC.

I FURTHER CERTIFY that the records on file in this office show that the above named profit corporation was formed under the laws of the State of Washington and was issued a Certificate of Incorporation in Washington on July 30, 1986.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution have been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.

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Date: May 25, 2000

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital



Ralph Munro, Secretary of State