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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 8/7

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*****70.00 *****70.00

Corporation(s) Name

ATkins Benham, Inc
To company in regard all
lawful acts or activities permitted by law

- Profit
- Nonprofit
- Foreign
- LEC
- Limited Partnership
- Reinstatement
- UCC 1 or 3
- Amendment
- Dissolution
- Withdrawal
- UBR
- Fictitious Name
- Other
- Ch. RA

***Special Instructions**

Mr 47

- Certified Copy
- Photocopies
- Other-See Above
- Walk in
- Pick-up
- Will Wait

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

00 AUG -7 AM 11:57

RECEIVED

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

FILED
DIVISION OF CORPORATIONS
AUG -7
AM 2:49

TRANSMITTAL LETTER

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -7 PM 2:49

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Atkins Benham, 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:

Glenn E. Ricks
(Name of Person)
Atkins Benham, Inc.
(Firm/Company)
9400 N. Broadway
(Address)
Oklahoma City, OK 73114
(City/State/Zip)

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

Glenn E. Ricks at (405) 478-5353
(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.

00 AUG - 7 PM 2:19
DIVISION OF CORPORATIONS
SECRETARY OF STATE

1. Atkins Benham, 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 3. 73-0790103
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/11/1970 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)
7. 9400 N. Broadway, Oklahoma City, OK 73114

(Current mailing address)

8. To engage in any and all lawful acts or activities permitted by law.
(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.

By: [Signature]
(Registered agent's signature)

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)

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

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG - 7 PM 2:19

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

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

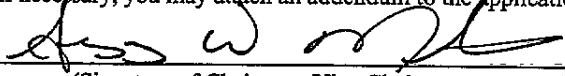
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Gregory W. Meacham, Corporate Senior Vice President
(Typed or printed name and capacity of person signing application)

ATKINS BENHAM, INC. (DE)

00 AUG -7 PM 2:49
 STATE OF DELEWARE
 DIVISION OF CORPORATIONS
 FILED - STAFF

| | | Office Address |
|-----------------------|---|-------------------|
| Directors: | | |
| Michael M.E. Jeffries | Chairman | 1 |
| William E. Allison | | 2 |
| Ian R. Purser | | 2 |
| Officers: | | |
| William E. Allison | President & Chief Executive Officer | 2 |
| Webster L. Benham III | Corporate Senior Vice President | 2 |
| Steven D. Bingham | Chief Financial Officer & Treasurer | 2 |
| Terry L. Helms | Corporate Senior Vice President | 3 |
| Charles L. King | Corporate Senior Vice President | 2 |
| Gregory W. Meacham | Corporate Senior Vice President | 2 |
| Kenneth A. Nelson | Corporate Senior Vice President | 2 |
| Ian R. Purser | Corporate Senior Vice President & Chief Operating Officer | 2 |
| Larry W. Roach | Corporate Senior Vice President | 2 |
| Richard P. Vestal | Corporate Senior Vice President | 4 |
| Daniel E. Bielski | Corporate Vice President | 5 |
| Dwight L. Cockrum | Corporate Vice President | 6 |
| Thomas D. Roach | Corporate Vice President | 7 |
| Herschel J. Roberts | Corporate Vice President | 8 |
| S. Donnell Whitman | Corporate Vice President | 9 |
| Kenneth W. Young | Corporate Vice President | 10 |
| Steven P. Boben | Division Vice President & Assistant Corporate Secretary | 3 |
| Gary L. Camahan | Division Vice President | 11 |
| Melvin D. Chapman | Division Vice President | 9 |
| Donald T. Gunning | Division Vice President | 2 |
| Douglas A. Hartwig | Division Vice President | 2 |
| Lee C. Kreh | Division Vice President & Assistant Corporate Secretary | 4 |
| Michael G. Macy | Division Vice President | 6 |
| Mark L. Matheson | Division Vice President & Assistant Corporate Secretary | 12 |
| Gary J. Raczka | Division Vice President & Assistant Corporate Secretary | 5 |
| Steven W. Sauer | Division Vice President & Assistant Corporate Secretary | 3 |
| Douglas C. Shaw | Division Vice President & Assistant Corporate Secretary | 5 |
| Vernon L. Trevathan | Division Vice President | 4 |
| Jeffery L. Whelan | Division Vice President & Assistant Corporate Secretary | 10 |
| Michael D. Wright | Division Vice President | 9 |
| T. Joyce Chambless | Staff Vice President | 2 |
| James W. Mock | Staff Vice President | 2 |
| Betsy M. Pain | Staff Vice President & Assistant Corporate Secretary | 8 |
| Glenn E. Ricks | Staff Vice President | 2 |
| Ronald F. Schwarz | Controller | 2 |
| Donna M. Cantrell | Corporate Secretary | 2 |

| | | |
|----------------------|-------------------------------|---|
| Steven L. Ancik | Assistant Corporate Secretary | 2 |
| Larry L. Block | Assistant Corporate Secretary | 4 |
| Richard A. Clark | Assistant Corporate Secretary | 6 |
| Ronald L. Coker | Assistant Corporate Secretary | 9 |
| William E. Gustafson | Assistant Corporate Secretary | 7 |
| Robert H. Kastens | Assistant Corporate Secretary | 2 |
| Florentino J. Mendez | Assistant Corporate Secretary | 2 |
| Robert W. Mrozinski | Assistant Corporate Secretary | 7 |
| Robert C. Nichols | Assistant Corporate Secretary | 7 |
| Vicki S. Wells | Assistant Corporate Secretary | 2 |

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 FILED STAFF
 SECRETARY OF CORPORATIONS

Office Address:

- 1 Woodcote Grove, Ashley Road, Epsom, Surrey KT18 5BW England
- 2 9400 N. Broadway, Oklahoma City, OK 73114
- 3 800 East Minnehaha Avenue, Suite 500, St. Paul, MN 55106
- 4 3668 S. Geyer Road, Suite 100, St. Louis, MO 63127-1243
- 5 1250 Pontiac Trail, Walled Lake, MI 48390
- 6 2488 East 81st Street, Suite 8000, Tulsa, OK 74137
- 7 2228 West Northern Avenue, Suite B-202, Phoenix, AZ 85021
- 8 3700 W. Robinson, Ste. 200, Norman, OK 73072
- 9 2488 East 81st Street, Suite 6000, Tulsa, OK 74137
- 10 2145 Barrett Park Drive, Ste. 103, Kennesaw, GA 30144
- 11 210 Town Center SE, Bella Vista, AR 72714
- 12 2145 Barrett Park Drive, Ste. 104, Kennesaw, GA 30144

State of Delaware
Office of the Secretary of State

PAGE 1

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG - 7 PM 2:49

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATKINS BENHAM, 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 TWENTY-FOURTH DAY OF JULY, A.D. 2000.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0576420

DATE:

07-24-00