

F95000003804

DYNECO
CORPORATION

Compassionate for Ecology and Economy

10 July 1995

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

Dear Sir or Madam:

Enclosed please find a check in the amount of \$157.50 to cover filing fees, Registered Agent fees and Certificates of Status for both DynEco Corporation and its subsidiary, DynEco International, Incorporated.

As indicated in the transmittal letters, please return the Certificates of Status to me at the Rockledge, Florida address.

Thank you and best regards.

Sincerely,
DYNECO CORPORATION

Brent Mack
Brent Mack,
Facility Manager

Enclosure

mlh

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1995

BRENT MACK
DYNECO CORPORATION
564 INTERNATIONAL PLACE
ROCKLEDGE, FL 32955

SUBJECT: DYNECO INTERNATIONAL, INC.
Ref. Number: W95000014433

We have received your document for DYNECO INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4), 617.1502(4) or 608 502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2100.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 495A00034315

AFFIDAVIT

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I, Brent Mack, the Facility Manager of DynEco International's corporate headquarters and engineering center, do hereby attest to the following in regard to Question #6 on DynEco International's recently submitted *Application by Foreign Corporation to Transact Business in Florida* (Ref. Number W95000014433).

- 1) The date of June 1992 reflects a misinterpretation of Question #6 on the application. In retrospect, and with assistance from the Florida Statutes, it is clear that the accurate date is March 1995.

June 1992 represents the date that computer-aided design work began on a new advanced air compressor. That task was performed in Florida. However, it consisted of little more than the individual inventor/designer working behind his computer terminal. All of the Company's business affairs were conducted from its base and headquarters in Minneapolis, Minnesota. The business transacted exclusively in Minneapolis included raising capital, formulating corporate strategy, searching for joint-venture partners, board of director meetings, annual shareholder meetings, shareholder relations, recruiting managerial talent, hiring consultants, public relations, and all of the Company's accounting, banking and legal functions.

Further, prototype machines were produced in Minneapolis, Minnesota by Kurt Manufacturing Company and third-party testing was conducted at facilities in Texas, Kentucky and Tennessee. Also, it is important to note that DynEco International was a small developmental-stage Company that neither solicited or booked any orders because the Company had no products developed or services available for sale. It is anticipated that DynEco will have compressors ready for the market around December of 1995.


In summary, the inventor/designer was able to work independently at his home or small office. Periodic trips to Minneapolis served to keep the Company's early investors, management, and board of directors abreast of progress and setbacks encountered with the design and testing. As a result, there was no need, or even an opportunity, for conducting and transacting DynEco International's business affairs within the state of Florida.

- 2) In March of 1995 DynEco consolidated many of its business functions and transferred them to the state of Florida. This required hiring personnel and acquiring test facilities and office space for its new corporate headquarters location in Rockledge, Florida. Without question, March of 1995 should serve as the date of record for DynEco International beginning to conduct and transact business in the state of Florida.

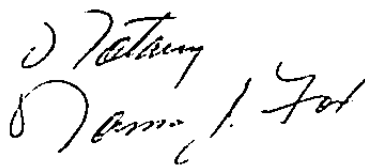
I apologize for any needless confusion that may have been created within your office. We hope that you will conclude, as we genuinely believe, that DynEco International's extremely low level of activity did not constitute transacting business within the spirit and meaning of subsection (1) of Florida Statute 607.1501.

Thank you for your assistance. We look forward to working with you for many years to come.

Sincerely,


Brent Mack
Facility Manager
DynEco International

Date August 3, 1995





OFFICIAL SEAL
NORMA J. FOX
My Commission Expires
April 17, 1996
Comm. No. CC 196461

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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. DYNECO INTERNATIONAL, 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. MINNESOTA 3. 41-1722003
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/11/91 5. N/A
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. JUNE, 1992
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 564 INTERNATIONAL PLACE
ROCKLEDGE FL 32955
(Current mailing address)
8. RESEARCH & DEVELOPMENT LAB
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: THOMAS C. EDWARDS
Office Address: 564 INTERNATIONAL PLACE
ROCKLEDGE, Florida, 32955
(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.

Thomas C. Edwards
(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:

A. DIRECTORS

Chairman: RICHARD BESSER
Address: 5-A SKIDAWAY VILLAGE-SUITE 137
SAVANNAH GA 31411

Vice Chairman: THOMAS C. EDWARDS
Address: 1426 GLENEAGLES WAY
ROCKLEDGE FL 32955

Director: LYLE SHAW
Address: 7001 KINGSTON DRIVE
EDEN PRAIRIE MN 55346

Director: DENNIS LONGREN CHUCK TAMBORINO
Address: 4821 HIGHLAND ROAD 9511 OXBOROUGH WAY
MINNETONKA, MN 55345 BLOOMINGTON, MN 55137

B. OFFICERS

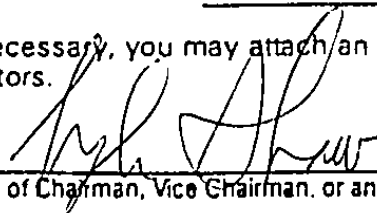
President: RICHARD BESSER
Address: 5-A SKIDAWAY VILLAGE-SUITE 137
SAVANNAH GA 31411

Vice President: THOMAS C. EDWARDS
Address: 1426 GLENEAGLES WAY
ROCKLEDGE FL 32955

Secretary: LYLE SHAW
Address: 7001 KINGSTON DRIVE
EDEN PRAIRIE MN 55346

Treasurer: LYLE SHAW
Address: SAME

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. LYLE SHAW - SECRETARY/TREASURER
(Typed or printed name and capacity of person signing application)

State of Minnesota

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Certificate of Good Standing

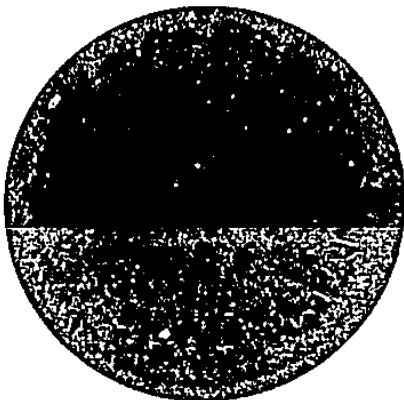
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: DynEco International, Inc.

Date Formed: 12/10/1991

Chapte. Governed By: 302A

This certificate has been issued on 06/28/95.



Joan Anderson Growe
Secretary of State.