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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-05/29/96--01132--018
*****78.75 *****78.75

SUBJECT: THE SOLDIER CREEK COMPANY
(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:

Douglas A. Schell
(Name of Person)
The Soldier Creek Company
(Firm/Company)
P. O. Box 2087
(Address)
Rialto, CA 92377
(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Douglas A. Schell at (818) 246-763481
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. THE SOLDIER CREEK COMPANY
(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. Nevada
(State or country under the law of which it is incorporated)
3. 88-0280234
(FEI number, if applicable)
4. January 30, 1992
(Date of incorporation)
5. "Perpetual"
(Duration: Year corp. will cease to exist or "Perpetual")
6. January, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P. O. Box 2087
Rialto, CA 92377
(Current mailing address)
8. Sub-Contractor for Commercial Construction
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
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.


Thomas C. Totaro
(Registered agent's signature) 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.

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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: Drew Ryce

Address: 21029 S. Mountain Road
Santa Paula, CA 93060

Vice Chairman: Melvin Lewis

Address: Mohave Valley, Arizona

Director: Susan K. Curd

Address: 23173 Oakbridge Lane
Newhall, CA 91321

Director: _____

Address: _____

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

President: Drew Ryce

Address: 21029 S. Mountain Road
Santa Paula, CA 93060

Vice President: Melvin Lewis

Address: p.o. 7015
Mohave Valley, Arizona 86440

Secretary: Susan K. Curd

Address: 23173 Oakbridge Lane
Newhall, CA 91321

Treasurer: Drew Ryce

Address: 21029 S. Mountain Road
Santa Paula, CA 93060

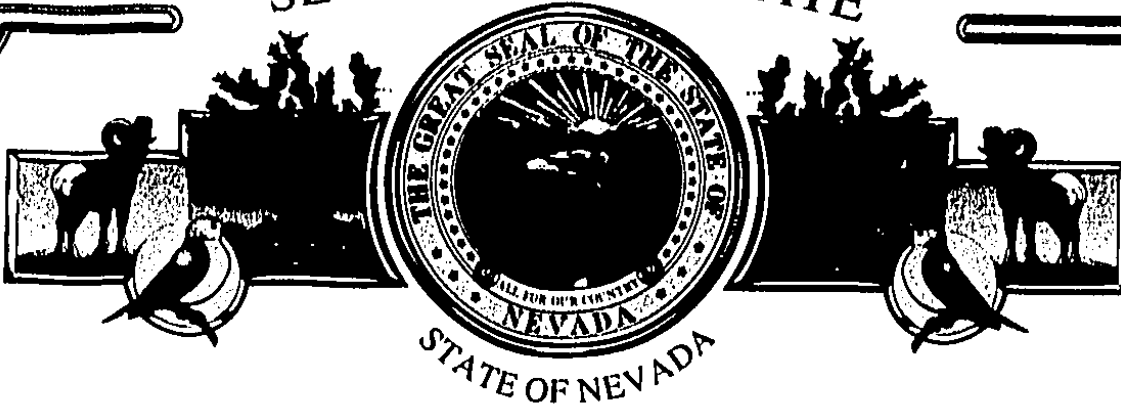
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Susan K. Curd, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THE SOLDIER CREEK COMPANY** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 30, 1992 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 16, 1996.



Dean Heller

Secretary of State

By

Luzanne

Certification Clerk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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