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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 639493 4331845

AUTHORIZATION *Patricia Pujute*

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 639493-005

400002378894--2

CUSTOMER NO: 4331845

CUSTOMER: Mr. David Cobb
Inspectorate America
5050 Timber Creek

Houston, TX 77017

FOREIGN FILINGS

NAME: INSPECTORATE AMERICA
CORPORATION

W
12/22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 12:47

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

RECORDED
97 DEC 22 AM 11:36
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. INSPECTORATE AMERICA CORPORATION

(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

(State or country under the law of which it is incorporated)

3. 13-1956968

(FEI number, if applicable)

4. 01/31/80

(Date of Incorporation)

5. perpetual

(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. PO BOX 87689

HOUSTON TX 77287

(Current mailing address)

8.

INSPECTION OF PETROLEUM PRODUCTS

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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: Corporation Service Company

By: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, As Its Agent

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: WILLIAM J. LUESLEY

Address: 5050 TIMBER CREEK

HOUSTON TX 77017

Vice Chairman: _____

Address: _____

Director: ROBERT S. TUMEY

Address: 5050 TIMBER CREEK

HOUSTON TX 77017

Director: NEIL A. HOPKINS

Address: 5050 TIMBER CREEK

HOUSTON TX 77017

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

President: NEIL A. HOPKINS

Address: 5050 TIMBER CREEK

HOUSTON TX 77017

Vice President: _____

Address: _____

Secretary: ROBERT S. TUMEY

Address: 5050 TIMBER CREEK

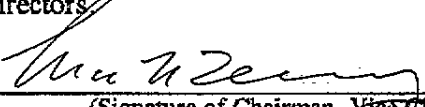
HOUSTON TX 77017

~~Treasurer:~~ ASSISTANT SECRETARY MIKE W. MCELMURRAY

Address: 5050 TIMBER CREEK

HOUSTON TX 77017

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. MIKE W. MCELMURRAY ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

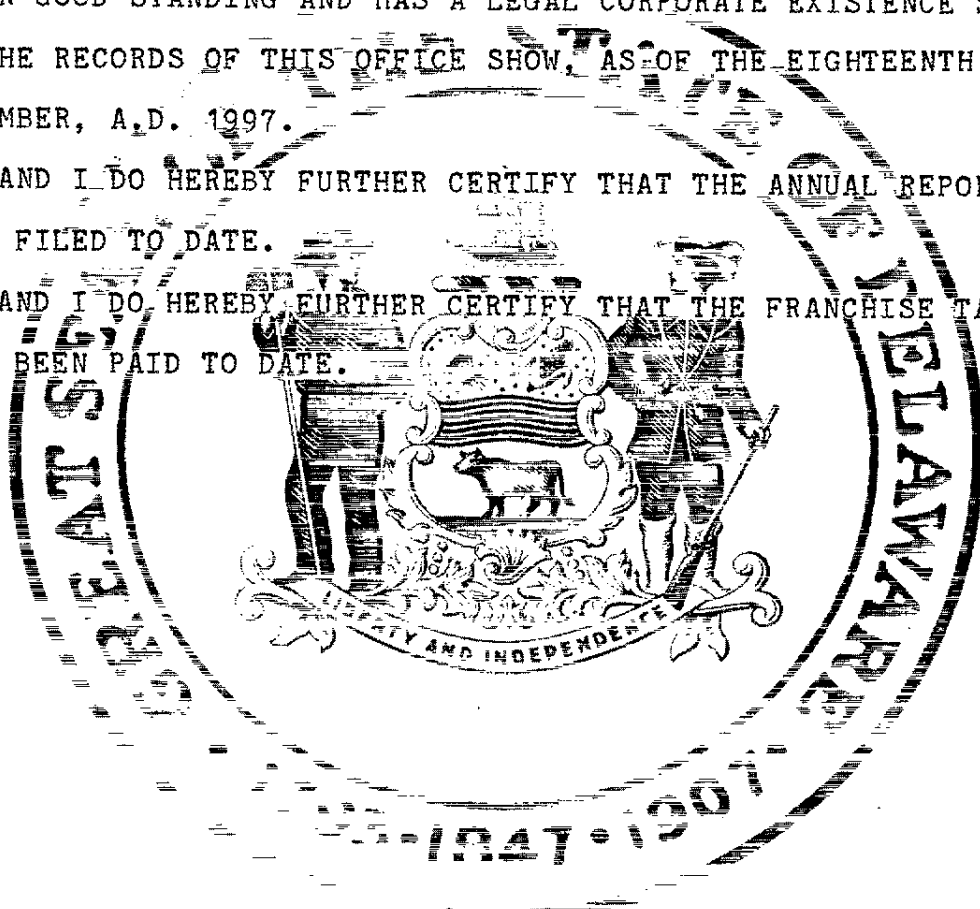
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INSPECTORATE AMERICA CORPORATION" 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 EIGHTEENTH DAY OF DECEMBER, A.D. 1997.

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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 22 PM 12:47



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8820656

DATE: 12-18-97