

Document Number Only
F98000005472

OF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
 TALLAHASSEE, FL 32301

Address
 222-1092

City State Zip Phone

CORPORATION(S) NAME

600002652546--3
 -09/30/98--01057--023
 *****70.00 *****70.00

Smit Land & Marine, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Name Registration
- Fictitious Name
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- ucc
- CUS
- After 4:30
- Pick Up

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 TALLAHASSEE FL 32301
 SECRETARY OF STATE

HR 9/30

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SEP 30 1998

Thanks,
 Jeff
 DIVISION OF CORPORATION
 98 SEP 30 PM 1:27
 RECEIVED

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. Smit Land & Marine 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
(State or country under the law of which it is incorporated)
3. 76-0515115
(FEI number, if applicable)
4. May 13, 1986
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 400 N. Sam Houston Parkway E., Suite 310, Houston, Texas 77060
(Current mailing address)
8. to engage in any lawful act or activity for which corporations are authorized
(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: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

E.A. Wallace, Asst. Secretary

(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: see attached list of officers _____

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

14. John J. Driscoll, Secretary _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Smit Land & Marine Inc.**

1. Karel Kaffa
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060
2. Roger C. Elliott
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060
3. Andre M. Hamel
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060
4. John J. Driscoll
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060

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TALLAHASSEE FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Smit Land & Marine Inc.**

1. Karel Kaffa, President
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060
2. Roger C. Elliott, Vice President-Operations
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060
3. Andre M. Hamel, Vice President-Finance
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060
4. John J. Driscoll, Secretary
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060
5. R. Neil Smith, General Manager
400 N. Sam Houston Parkway E., Suite 310
Houston, Texas 77060

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMIT LAND & MARINE 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-EIGHTH DAY OF SEPTEMBER, A.D. 1998.

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.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9324026

DATE: 09-28-98