

F0000000 1132

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MACDONALD ENVIRONMENTAL SCIENCES LTD
(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:

DONALD D. Macdonald 400003132034--0
(Name of Person) -02/11/00--01011--014
*****87.50 *****87.50
MacDonald Environmental Sciences Ltd
(Firm/Company) W-3897
2376 Yellow Point Road
(Address)
Nanaimo, British Columbia V9X1W5
(City/State/Zip) Canada

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

DON MACDONALD at (250) 722-3631
(Name of Person) (Area Code & Daytime Telephone Number)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2000

DONALD D. MACDONALD
2376 YELLOW POINT ROAD
NANAIMO
BRITISH COLUMBIA CAN V9X 1W5,

SUBJECT: MACDONALD ENVIRONMENTAL SCIENCES LTD
Ref. Number: W00000003897

We have received your document for MACDONALD ENVIRONMENTAL SCIENCES LTD and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 200A00007561

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TALLAHASSEE, FLORIDA

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. MacDonald Environmental Sciences Limited Incorporated
(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. CANADA 3. None
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 2, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon completion of the registration of our company to transact business in Florida and receipt of
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) Certificate of Existence

7. 2376 Yellow Point Road
Nanaimo, British Columbia V9X1W5 Canada
(Current mailing address)

8. To conduct environmental quality assessments in the State of Florida
(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: Gerald Morrison

Office Address: 13106 TOWNSEND LANE
TAMPA, Florida, 33612
(Zip code)

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TALLAHASSEE, FLORIDA

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.

Gerald Morrison
(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: None

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Donald D. MacDonald

Address: 2376 Yellow Point Road

Nanaimo, B.C. V9X1W5 Canada

Vice President: Mary Louise Haines

Address: 2376 Yellow Point Road

Nanaimo, B.C. V9X1W5 Canada

Secretary: _____

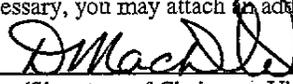
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Donald D. MacDonald
(Typed or printed name and capacity of person signing application)

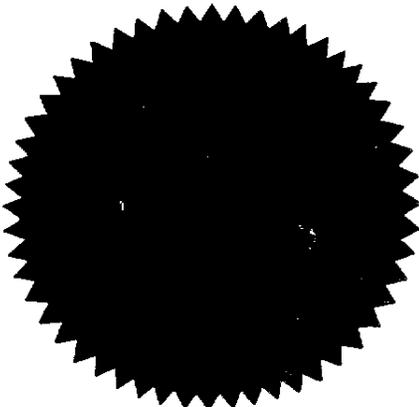


COMPANY ACT

I Hereby Certify that the documents annexed hereto and relating to **MACDONALD ENVIRONMENTAL SCIENCES LIMITED** are true copies of the documents on file with the Registrar of Companies.

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00 MAR -2 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Issued under my hand and Seal of Office
at Victoria, British Columbia,
on January 28, 2000*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

DUPLICATE

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

366991



Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

COMPANY ACT

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY THAT

MACDONALD ENVIRONMENTAL SCIENCES LIMITED

HAS THIS DAY BEEN INCORPORATED UNDER THE COMPANIES ACT

00 MAR -2 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

GIVEN, UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA

THIS 2ND DAY OF JUNE, 1989

ROBERTA J. LOWDON
DEPUTY REGISTRAR OF COMPANIES

