



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000004643

ACCOUNT NO. : 072100000032

REFERENCE : 790523 7210690

AUTHORIZATION :

COST LIMIT :

*Patricia Pizeto*

\$ 70.00

ORDER DATE : August 7, 2000

ORDER TIME : 9:46 AM

ORDER NO. : 790523-010

CUSTOMER NO: 7210690

CUSTOMER: Mr. Lehigh Cohen  
Krawitz & Associates, Ltd.  
55 West Monroe Street  
Ste. 3950  
Chicago, IL 60603

*W*

00 AUG 15 AM 11:01  
RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FOREIGN FILINGS

200003856542--3

NAME: KMS ENERGY INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

RECEIVED  
00 AUG 15 AM 10:46  
ALFRED E. SMITH  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*NK*  
*8/15*

*NK*  
*8/15*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 15, 2000

NORMA HULL  
CSC  
TALLAHASSEE, FL

SUBJECT: KMS ENERGY INTERNATIONAL, INC.  
Ref. Number: W00000020066

RECEIVED  
DIVISION OF CORPORATIONS  
00 AUG 15 AM 11:01

We have received your document for KMS ENERGY INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please state the PURPOSE of the corporation in Item 8.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 500A00043801

**RESUBMIT**

Please give original  
to file office

RECEIVED  
00 AUG 15 PM 4:40  
DIVISION OF CORPORATIONS

**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.*

SECRET  
DIVISION OF STATE  
CORPORATIONS  
AUG 15 AM 11:01

1. KMS ENERGY 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. NEVADA

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

3. APPLIED FOR

(FEI number, if applicable)

4. OCTOBER 19, 1997

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5 WESTBROOK CORPORATE CENTER, STE. 920, WESTCHESTER, IL 60154

(Current mailing address)

8. TO DESIGN, DEVELOPE, CONSTRUCT, & MANAGE POWER GENERATION PROJECTS

(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: 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.*

Corporation Service Company

By: Margaret Pike, Asst. Secretary  
(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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

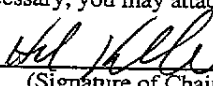
Secretary: \_\_\_\_\_

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. HAROLD L. KELLER, PRESIDENT

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

00 AUG 15 AM 11:01  
DIVISION OF  
CORPORATIONS

## KMS Energy International, Inc.

### Directors

Hal Keller

5 Westbrook Corporate Center, Suite 920  
Westchester, IL 60154

Director, Chairman

Henry L. Martin

8250 Bryan Dairy Road, Suite 100  
Largo, FL 33777

Director

Joseph V. Seruto

400 N. Mountain Avenue, #219  
Upland, CA 91786

Director

00 AUG 15 AM 11:01  
SECRETARY OF CORPORATIONS  
KMS ENERGY INTERNATIONAL, INC.

### Officers

Hal Keller

5 Westbrook Corporate Center, Suite 920  
Westchester, IL 60154

President, Chairman

Henry L. Martin

8250 Bryan Dairy Road, Suite 100  
Largo, FL 33777

Chief Operating Officer

Joseph V. Seruto

400 N. Mountain Avenue, #219  
Upland, CA 91786

Chief Executive Officer & Secretary

John M. Kwak

5 Westbrook Corporate Center, Suite 920  
Westchester, IL 60154

Chief Financial Officer

Joelle Serenda

5 Westbrook Corporate Center, Suite 920  
Westchester, IL 60154

Vice President & Assistant Secretary

William C. Keller, Jr.

5 Westbrook Corporate Center, Suite 920  
Westchester, IL 60154

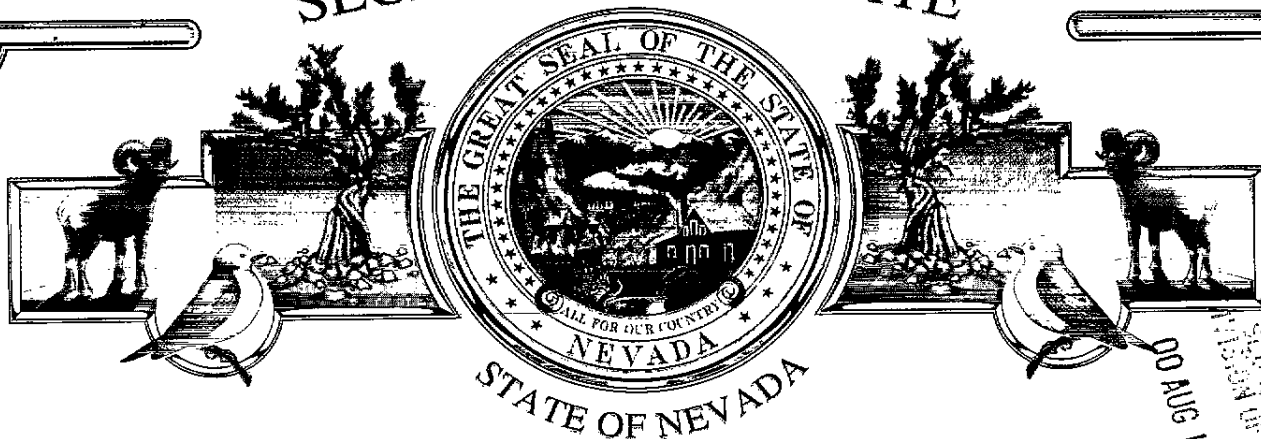
Vice President

Steven Kaiser

5 Westbrook Corporate Center, Suite 920  
Westchester, IL 60154

Vice President

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

11:14 AM  
STATE OF NEVADA  
00 AUG 15 AM 11:01

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 partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 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, **KMS ENERGY INTERNATIONAL, INC.**, 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 November 19, 1997, 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 August 10, 2000.



*Dean Heller*

Secretary of State

By

*W. E. Smith*

Certification Clerk