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**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. BOATDIESEL (USA) 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. TEXAS

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

3. 74-2968927

(FEI number, if applicable)

4. AUGUST 14, 2000

(Date of incorporation)

5. PERPETUAL

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

6. OCTOBER 5, 2000

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

7. 1783 WHEELER RD., NORTH PALM BEACH, FL 33408

(Current mailing address)

8. SALE OF ENGINE PARTS AND MATERIAL

(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: ROBERT BANASZEK

Office Address: 1783 WHEELER RD.

NORTH PALM BEACH, Florida, 33408

(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.*



(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)

ROBERT BANASZEK (VICE-PRES./DIR.), 1783 WHEELER RD., PALM BEACH, FL 33408

LYNN BOOKER (VICE-PRES), 1100 NW LOOP 410, #801, SAN ANTONIO, TX 78213

PETER COMPTON (PRESIDENT), ROADTOWN, TORTOLA, BRITISH VIRGIN ISLANDS

FILED  
00 OCT 12 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: PETER COMPTON

Address: ROADTOWN, TORTOLA

BRITISH VIRGIN ISLANDS

Vice Chairman: ROBERT BANASZEK

Address: 1783 WHEELER RD.

NORTH PALM BEACH, FL 33408

Director: NAOMI COMPTON

Address: 1783 WHEELER RD.

NORTH PALM BEACH, FL 33408

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

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

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

President: PETER COMPTON

Address: ROADTOWN, TORTOLA

BRITISH VIRGIN ISLANDS

Vice President: ROBERT BANASZEK

Address: 1783 WHEELER RD.

NORTH PALM BEACH, FL 33408

Secretary: PENELOPE COMPTON

Address: ROADTOWN, TORTOLA

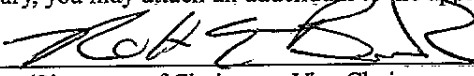
BRITISH VIRGIN ISLANDS

Treasurer: NAOMI COMPTON

Address: ROADTOWN, TORTOLA

BRITISH VIRGIN ISLANDS

**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. ROBERT BANASZEK, VICE PRESIDENT  
(Typed or printed name and capacity of person signing application)

FILED  
00 OCT 12 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# The State of Texas

## SECRETARY OF STATE

### CERTIFICATE OF INCORPORATION OF BOATDIESEL (USA) INC. FILE NUMBER 01594464

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: August 14, 2000  
Effective: August 14, 2000



Elton Bomer  
Secretary of State

FILED  
OCT 12 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA