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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wyatt Field Service Company
(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:

Ms. Kathleen E. Scott

(Name of Person)

Lewis, Rice & Fingersh, L.C.

(Firm/Company)

500 North Broadway, Suite 2000

(Address)

St. Louis, Missouri 63102

(City/State and Zip code)

For further information concerning this matter, please call:

700004543127-0

-08/20/01-01129-005

*****78.75 *****78.75

Kathleen E. Scott

(Name of Person)

at (314) 444-1330

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

MJH

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FILED

SECRETARY OF STATE
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. Wyatt Field Service Company

(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

3. 76-014594 42

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

(FEI number, if applicable)

4. April 22, 1985

5. Perpetual

(Date of incorporation)

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10810 West Little York Road ; Suite 130 ; Houston, Texas 77041

(Principal office address)

10810 West Little York Road ; Suite 130 ; Houston, Texas 77041

(Current mailing address)

8. Industrial construction

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation , Florida 33324
(City) (Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

CT Corporation System

(See attachment)

(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.

ACCEPTANCE OF AGENT

C T Corporation System, hereby accepts the appointment as registered agent and office for Wyatt Field Service Company in the state of Florida and hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties in this regard and is familiar with and accepts the obligations of the position as registered agent.

Dated: August 1, 2001

C T CORPORATION SYSTEM

M.S. Green
M.S. Green
Assistant Secretary

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment

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. Owen L. Dry

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

14. Owen L. Dry, President

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

Attachment for Florida -
Application by Foreign Corporation For Authorization to Transact Business in Florida

Officers

Owen L. Dry, President
2060 N. Loop West
Houston, Texas 77018

Douglas V. Marshall, Jr., Vice-President Operations/Secretary/Treasurer
2060 N. Loop West
Houston, Texas 77018

Directors

Owen L. Dry
2060 N. Loop West
Houston, Texas 77018

Douglas V. Marshall, Jr.
2060 N. Loop West
Houston, Texas 77018

837491.03



The State of Texas

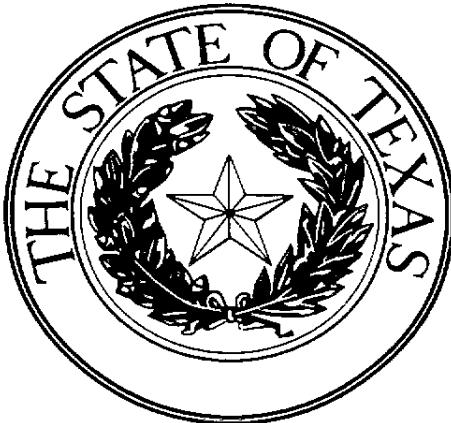
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

WYATT FIELD SERVICE COMPANY
File No. 748722

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on August 2, 2001.*



Henry Cuellar
Henry Cuellar **BAM**
Secretary of State