

FO2000000464

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: QuesTec Corporation dba Project Solutions Companies
(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:

900004674099--0
-11/09/01--01040--004
*****78.75 *****78.75

Gary McLagan

(Name of Person)

Project Solutions Companies

(Firm/Company)

W01-26068

1390 Boone Industrial Drive, Suite 200

(Address)

Columbia, Missouri 65202

(City/State and Zip code)

For further information concerning this matter, please call:

Amy Morton

(Name of Person)

at (573) 443-7100

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

mta
1/29



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2001

GARY MCLAGAN
1390 BOONE INDUSTRIAL DRIVE, STE 200
COLUMBIA, MO 65202

SUBJECT: QUESTEC CORPORATION
Ref. Number: W01000026068

We have received your document for QUESTEC CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your original name is not available, also your dba is not available. So therefore you would need to adopt another name and complete the enclosed resolution.,

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due to this office.)

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 501A00061335

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Gary P. McLagan, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
Questec Corporation dba Project Solutions Companies
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Missouri,
was duly adopted on March 30, 1990

Be it resolved, that Questec Corporation dba Project Solutions Companies
(Corporate Name)
organized and existing in the State of Missouri, hereby adopts the name
Project Solutions Engineering, Inc. for use in Florida.

Dated: 1/22/02

Gary P. McLagan President
Signature of either Chairman, Vice Chairman or any officer

Gary P. McLagan
Type or print name

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TALLAHASSEE, FLORIDA

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. QuesTec Corporation
(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. Missouri 3. 431545111
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 30, 1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(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. 1390 Boone Industrial Drive, Suite 200 Columbia, MO 65202
(Principal office address)

1390 Boone Industrial Drive, Suite 200. Columbia, MO 65202
(Current mailing address)

8. Mechanical and Electrical Engineering Consulting Services
(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)

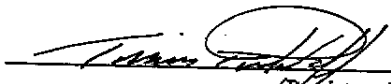
Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(City) (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.

NRAI Services, Inc.


(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Gary P. McLagan

Address: 1390 Boone Industrial Drive, Suite 200
Columbia, MO 65202

Director

~~Vice Chairman:~~ Joseph E. Greaves

Address: 1390 Boone Industrial Drive, Suite 200
Columbia, MO 65202

Director:

Address:

Director:

Address:

B. OFFICERS

President: Gary P. McLagan

Address: 1390 Boone Industrial Drive, Suite 200
Columbia, MO 65202

Vice President: Joseph E. Greaves

Address: 1390 Boone Industrial Drive, Suite 200
Columbia, MO 65202

Secretary: Joseph E. Greaves

Address: 1390 Boone Industrial Drive, Suite 200

Treasurer:

Address:

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SECRETARY OF STATE
ALLIANCE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Gary P. McLagan, Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary P. McLagan, President
(Typed or printed name and capacity of person signing application)

No. 00339138

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

QUESTEC CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

02 JAN 29 PM 2001
SECRETARY OF STATE
FILED

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 5th day of NOVEMBER, 2001.

Matt Blunt
Secretary of State

