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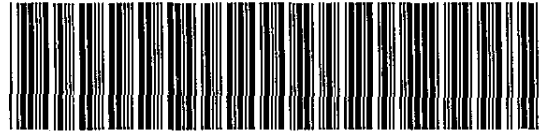
(Business Entity Name)

(Document Number)

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DIVISION OF CULTURAL AFFAIRS

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JP
11-12-02



ACCOUNT NO. : 072100000032
REFERENCE : 804659 4343871
AUTHORIZATION : *Patricia Pizot*
COST LIMIT : \$ 70.00

ORDER DATE : November 1, 2002
ORDER TIME : 9:36 AM
ORDER NO. : 804659-010
CUSTOMER NO: 4343871
CUSTOMER: Ms. Candy Gilbert
Haynes & Boone, LLP
Suite 4300
1000 Louisiana Street
Houston, TX 77002-5012

FOREIGN FILINGS

NAME: INDUSTRIAL REPAIR SERVICES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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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. Industrial Repair Services, 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 3. 47-0881653
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 30, 2002 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. 1113 Camina Entrada, Farmington, New Mexico 87401
(Principal office address)
68 Prospect Hill Road, East Windsor, Connecticut 06088
(Current mailing address)
8. mechanical repair
(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
(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.

Corporation Service Company

Georgia Byron
(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

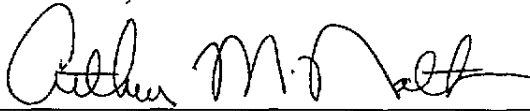
**RESOLUTION OF BOARD OF DIRECTORS
OF INDUSTRIAL REPAIR SERVICES, INC.**

(A Nevada Corporation)

I, the undersigned Assistant Secretary, do hereby certify that this Resolution of the Board of Directors of a corporation duly organized and existing under the laws of the State of Nevada, was duly adopted on November 6, 2002.

Be it resolved, that Industrial Repair Services, Inc. organized and existing in the State of Nevada, hereby adopts the name **WG Industrial Repair Services, Inc.** for use in the State of Florida.

Date: November 6, 2002



Assistant Secretary



Type or Print Name

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. Arthur M. Nathan 10.30.02

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

14. Arthur M. Nathan, Assistant Secretary

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

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INDUSTRIAL REPAIR SERVICES, INC.

OFFICERS:

Chairman and President: Pete Watson
150 Palmer Road, NE
Calgary, Alberta T2E 7R3
Canada

Treasurer and
Assistant Secretary: David Hirst
66 Prospect Hill Road
East Windsor, CT 06088

Secretary: Martin McIntyre
17420 Katy Freeway, Suite 300
Houston, TX 77094

Assistant Secretaries: Arthur M. Nathan
1000 Louisiana, Suite 4300
Houston, TX 77002

Dorothy Hasler
17420 Katy Freeway, Suite 300
Houston, TX 77094

Barry McDaniel
17420 Katy Freeway, Suite 300
Houston, TX 77094

Joseph C. Henry
17420 Katy Freeway, Suite 300
Houston, TX 77094

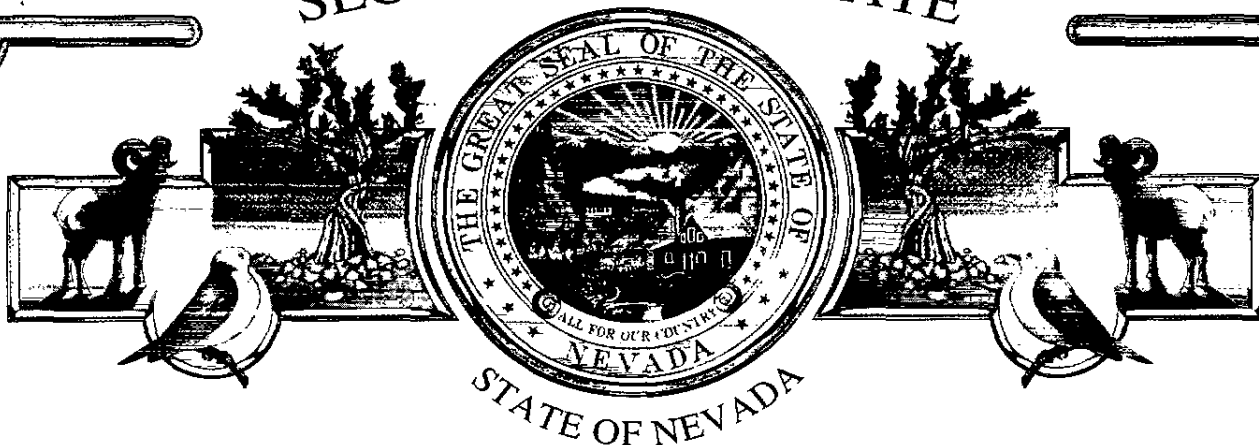
Brian Pervere
66 Prospect Hill Road
East Windsor, CT 06088

DIRECTORS:

George Gaudette
66 Prospect Hill Road
East Windsor, CT 06088

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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, non-profit corporations, corporation soles, 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, **INDUSTRIAL REPAIR SERVICES, 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 July 30, 2002, 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 November 4, 2002.

A handwritten signature in cursive script, reading "Dean Heller".

DEAN HELLER
Secretary of State

By

A handwritten signature in cursive script, likely belonging to the Certification Clerk.

Certification Clerk