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(Requestor's Name)

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(City/State/Zip/Phone #)

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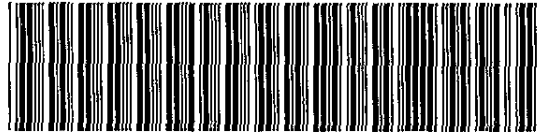
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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ACCOUNT NO. : 072100000032

REFERENCE : 826527 4334437

AUTHORIZATION :

COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 19, 2002

ORDER TIME : 8:40 AM

ORDER NO. : 826527-035

CUSTOMER NO: 4334437

CUSTOMER: Rita Schaulat
Stewart & Stevenson Services
2707 North Loop West

Houston, TX 77008

FOREIGN FILINGS

NAME: STEWART & STEVENSON EMPLOYEE
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: Darlene Ward -- EXT# 1135

EXAMINER: _____

**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. Stewart & Stevenson Employee 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. Delaware 3. 542082747
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 15, 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.)
c/o Legal Department, 2707 North Loop West
7. Houston, TX 77008
(Principal office address)
- P. O. Box 1637, Houston, TX 772511637
(Current mailing address)
8. payroll processing To engage in any act or activity for which corporations may be organized
(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

By: 

(Registered agent's signature)

Brian Courtney, Assistant Vice President

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 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. 

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

14. Carl B. King, Vice President

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

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Stewart & Stevenson Employee Services, Inc.

List of Officers

Name: Michael L. Grimes **Title:** President
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

Name: John B. Simmons **Title:** Vice President & Treasurer
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

Name: Carl B. King **Title:** Vice President & Secretary
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

Name: Kyle J. Gideon **Title:** Assistant Treasurer
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

Name: Rita Schaulat **Title:** Assistant Secretary
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

List of Directors

Name: Michael L. Grimes **Term:** Nov 01, 2003
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

Name: John B. Simmons **Term:** Nov 01, 2003
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

Name: Carl B. King **Term:** Nov 01, 2003
Bus. Addr.: 2707 North Loop West, Houston, TX 77008

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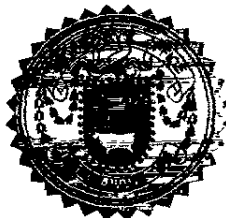
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STEWART & STEVENSON EMPLOYEE SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STEWART & STEVENSON EMPLOYEE SERVICES, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3591518 8300

AUTHENTICATION: 2095519

020709046

DATE: 11-18-02

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