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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 JUN 19 PM 4:43

RECEIVED

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 JUN 19 AM 9:00

FILED

CT CORPORATION

June 19, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
JUN 19 AM 9:00
TALLAHASSEE, FLORIDA

Re: Order #: 5859858 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Gulf States, Inc. (CO)
Qualification
Florida

+DBA

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned J.F. Kissane, do hereby certify that this Resolution of the Board of Directors of Gulf States, Inc., a corporation duly organized and existing under the laws of the State of Colorado was duly adopted on June 16th, 2003.

Resolved, that Gulf States, Inc., organized and existing in the State of Colorado hereby adopts the name GSI Industrial Services, Inc. for use in Florida

Dated: June 16, 2003



Signature of Director

FILED
03 JUN 19 AM 9:00
FILED
ADAMS

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.

FILED JUN 19 AM 9:00 DEPT. OF STATE FLORIDA

1. Gulf States, 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. Colorado 3. 06-1665903
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 06, 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. ³³² 6711 E. Hwy Freeport, TX 77541
(Principal office address)

P.O. Box 856 Freeport, TX 77542
(Current mailing address)

8. Industrial/Commercial Construction and Maintenance
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

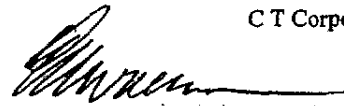
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, , Florida 33324
(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.

By:  C T Corporation System
EA Wallace
Assistant Secretary
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gary B. McKenzie

Address: 2211 Elk River Road

Steamboat Springs, CO 80477

Director: John C. Paul

Address: 2211 Elk River Road

Steamboat Springs, CO 80477

B. OFFICERS

President: James B. Heath

Address: 6711 E. Hwy 332

Freeport, TX 77541

Vice President: James F. Kissane

Address: 2211 Elk River Road

Steamboat Springs, CO 80477

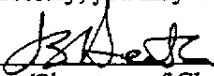
Secretary: Teresa D. Hinde

Address: 2211 Elk River Road Steamboat Springs, CO 80477

Treasurer: James F. Kissane

Address: 2211 Elk River Road Steamboat Springs, CO 80477

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. James B. Heath, President
(Typed or printed name and capacity of person signing application)

FILED
JUN 19 AM 9:00
SHERIFF'S OFFICE
FLORIDA

**GULF STATES, INC.
CORPORATE OFFICERS/DIRECTORS**

<i>NAME</i>	<i>TITLE</i>	<i>BUSINESS</i>	<i>ADDRESS</i>
James B. Heath	President	6711 E. HWY 332	Freeport, TX 77541
James F. Kissane	VP / Treas. /Director	2211 Elk River Road	Steamboat Springs, CO 80477
Richard L. Stoffel	Vice President	22001 N. Park Drive #700	Kingwood, TX 77339
Teresa D. Hinde	Secretary	2211 Elk River Road	Steamboat Springs, CO 80477
John E. Gander	Asst. Secretary	2211 Elk River Road	Steamboat Springs, CO 80477
Stephen J. Efirid	Asst. Secretary	6711 E. HWY 332	Freeport, TX 77541
Thomas L. Neill	Controller	1027 Dixie Drive	Clute, TX 77531
Gary B. McKenzie	Director	2211 Elk River Road	Steamboat Springs, CO 80477
John C. Paul	Director	2211 Elk River Road	Steamboat Springs, CO 80477

03 JUN 19 AM 9:00
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

FILED
MAY 28 9 00 AM '03
STATE OF COLORADO
TALLAHASSEE, FLORIDA

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

GULF STATES, INC.
(Colorado CORPORATION)
File # 20021337242

was filed in this office on December 6, 2002 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: May 28, 2003

For Validation:

Certificate ID: **669865**

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

Donetta Davidson

SECRETARY OF STATE