

CORPORATE
SERVICES, INC.
1201 HAIN STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0131 FAX

F95000000101

CSO networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 505602 10050A

AUTHORIZATION : *Patricia Pyjts*

COST LIMIT : 9 70.00

ORDER DATE : December 12, 1994

ORDER TIME : 10:36 AM

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ORDER NO. : 505602

CUSTOMER NO: 10050A

CUSTOMER: Ms. Mary Perry
William J. Turbeville, Esq

21 S.e. 5th Street
Boca Raton, FL 33432

RECEIVED
95 JAN -5 11:11:28
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: UNDERSEA BREATHING, INC.

XXX PROFIT
NON-PROFIT

XXXX CORPORATE
LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
SECRETARY OF STATE
95 JAN -5 PM 1:07
TALLAHASSEE, FL 32309

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. UNDERSEA BREATHING SYSTEMS, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)
3. DECEMBER 13, 1994 4. PERPETUAL
(Date of Incorporation) (Duration)
5. APPLIED FOR.
(Federal Employer Identification number, if applicable)
6. UPON QUALIFICATION.
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1968 LAKE WORTH ROAD, SUITE 201, LAKE WORTH, FL 33461
(Current mailing address)
8. GENERAL CONSULTING IN SOLAR SYSTEMS.
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: WILLIAM H. DELP, II
Address: 1968 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33461

Vice Chairman: WILLIAM H. DELP, II
Address: 1968 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33461

Director: WILLIAM H. DELP, II
Address: 1968 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33461

Director: _____
Address: _____

FILED
DIVISION OF CORPORATE
REGISTRATION
JUL 11 1995
TALLAHASSEE, FLORIDA

B. Officers:

President: WILLIAM H. DELP, II
Address: 1968 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33461

Vice President: DICK FUTKOWSKI
Address: 1968 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33461

Secretary: J. MORGAN WELLS
Address: 1968 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33461

Treasurer: J. MORGAN WELLS
Address: 1968 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33461

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: WILLIAM J. TURBEVILLE, II
Office Address: 21 SOUTHEAST FIFTH STREET
BOCA RATON, Florida 33432
Zip Code 07

11. 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.

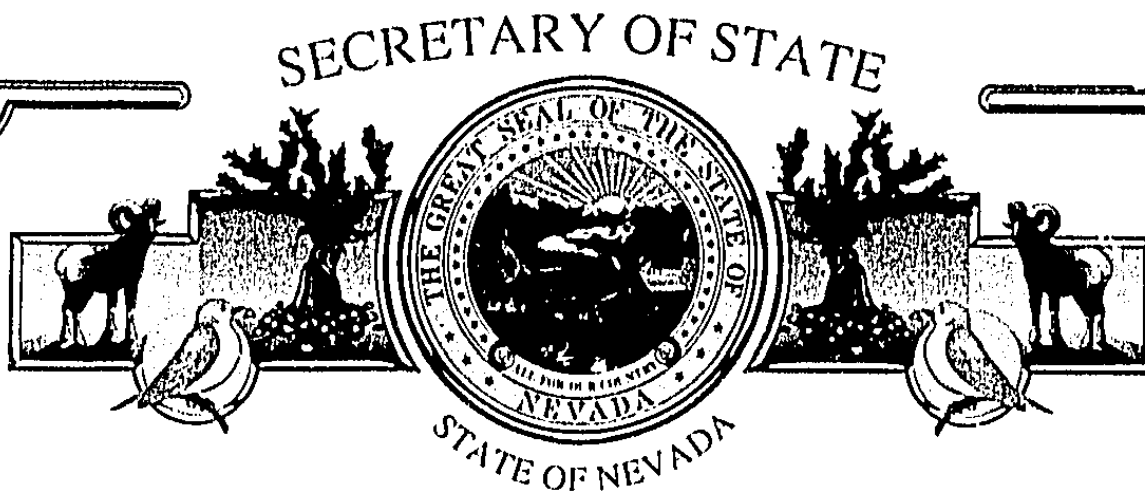
Registered agent's signature: _____

William J. Turbeville, II
Registered Agent

12. 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.

13. William H. Delp II
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. WILLIAM H. DELP, OFFICER/DIRECTOR
(Name and capacity of person signing application)



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **UNDERSEA BREATHING SYSTEMS, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, 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, this 30th day of December, 1994.

Secretary of State

By

Certification Clerk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN - 6 11 07