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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: Kercheval and Associates Inc. (dba Kercheval Engineers)
(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:

Albert A. Kercheval
(Name of Person)
Kercheval Engineers
(Firm/Company)
4740 Murphy Canyon Road Ste. 310
(Address)
San Diego, CA 92123
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Edward Knowles at (619) 571 - 0520
(Name of Person) Area Code & Daytime Telephone Number

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COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

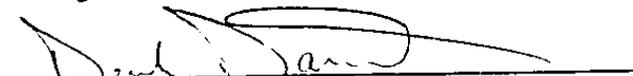
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Kerchoval and Associates, 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. California, USA 3. 95-3389371
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 15, 1979 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None to date
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 4740 Murphy Canyon Road, Suite 310
San Diego, CA 92123
(Current mailing address)
8. Engineering/Construction Management Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Deryk Davidson
Office Address: 1445 Alton Road
Miami Beach, Florida, 33139
(Zip Code)

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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.


(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Albert A. Kercheval

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

Vice Chairman: Denis H. Morgan

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

Director: Granville "Dow" Bowman

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

Director: Edward R. Knowles

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

B. OFFICERS

President: Albert A. Kercheval

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

Vice President: Denis H. Morgan

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

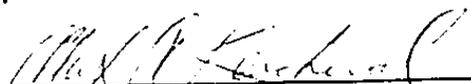
Secretary: Denis H. Morgan

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

Treasurer: Albert A. Kercheval

Address: 4740 Murphy Canyon Road, Ste. 310
San Diego, CA 92123

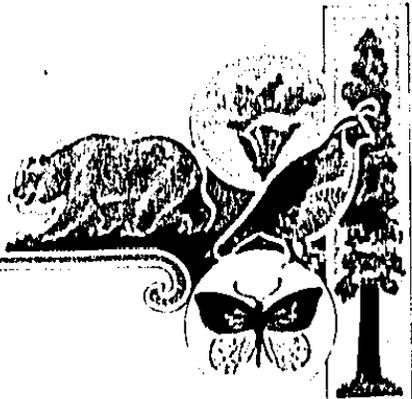
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. ALBERT A. KECHEVAL, CHAIRMAN
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE'S OFFICE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 15th day of June, 19 79

KERCHEVAL AND ASSOCIATES, INC.

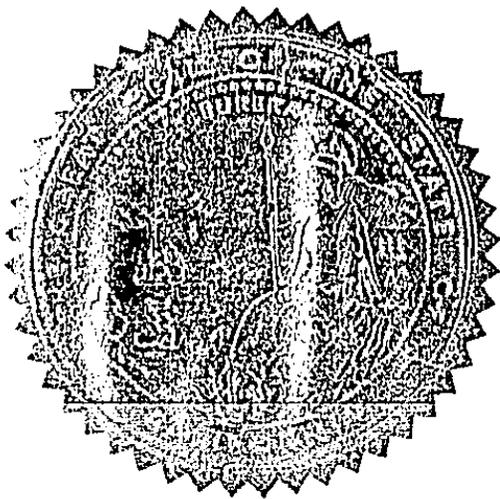
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
5th day of January, 1995

Bill Jones
Secretary of State