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OFFICE OF
BAXTER & STROHAUER, P.A.
CITIZENS BANK BUILDING, SUITE 100
1150 CLEVELAND STREET
CLEARWATER, FL 34615

JAMES A. BAXTER
GARY N. STROHAUER
ELIZABETH R. MANNION

January 25, 1995

TELEPHONE
(813) 461-6100
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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

8000001390848
01/27/95-01000-001
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RE: Authority to do business/Britmar Corporation

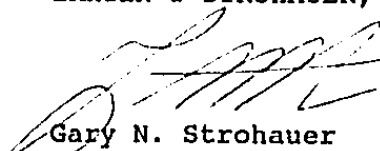
Dear Sir:

Enclosed please find, in duplicate, an Application by Foreign corporation for Authorization to Transact Business in Florida for Britmar Corporation. Also enclosed is an original certificate of corporate existence from the State of Delaware dated January 24, 1995 and our trust account check in the amount of \$2,178.75 representing the filing fee of \$70.00, three years penalty of \$1,500, three years annual report fee of \$600 and \$8.75 for a certificate of status.

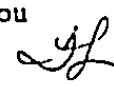
Please file this Application and return one filed original and a certificate of status to me at the above address. Should you have any questions, please advise.

Very truly yours,

BAXTER & STROHAUER, P. A.


Gary N. Strohauser

GNS/gs


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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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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. Britmar Corporation

(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. Delaware

(State or country under the law of which it is incorporated)

3. 2/14/69

(Date of Incorporation)

4. Perpetual

(Duration)

5. 06-0860656

(Federal Employer Identification number, if applicable)

6. January 31, 1992

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2650 Enterprise Road, Clearwater, FL 34623

(Current mailing address)

8. Holding company

(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: John C. Page

Address: 2650 Enterprise Road

Clearwater, FL 34623

Vice Chairman: Raymond T. Hoopes

Address: 2650 Enterprise Road

Clearwater, FL 34623

Director: Brian Dick

Address: 2650 Enterprise Road

Clearwater, FL 34623

Director: _____

Address: _____

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B. Officers:

President: John C. Page
Address: 2650 Enterprise Road
Clearwater, FL 34623

Vice President: Raymond T. Hoopes
Address: 2650 Enterprise Road
Clearwater, FL 34623

Secretary: John C. Page
Address: 2650 Enterprise Road
Clearwater, FL 34623

Treasurer: John C. Page
Address: 2650 Enterprise Road
Clearwater, FL 34623

(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: John C. Page
Office Address: 2650 Enterprise Road
Clearwater, Florida 34623
Zip Code

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: _____

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. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. John C. Page, Chairman
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRITMAR CORPORATION" 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 1995.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

7383810

01-24-95

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BRITMAR CORPORATION, a Delaware Corp., #F95000000480

INTO

CEDAR RESOURCES, INC., a Florida corporation, 666678

File date: May 1, 1997

Corporate Specialist: Susan Payne