

P.D.&E., Inc.

F95000001813

MARCH 23, 1995

QUALIFICATION/TAX LIEN SEC.
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

100001441321
-03/28/95--01061--003
*****78.75 *****78.75

GENTLEMEN:

ENCLOSED ARE THE FORMS, COMPLETED, TO REGISTER A FOREIGN PROFIT CORPORATION TO TRANSACT BUSINESS IN FLORIDA.

PLEASE BE INFORMED THAT THE ATTACHED ARTICLES OF INCORPORATION ARE OUR ONLY ORIGINAL. WE WOULD APPRECIATE IT IF YOU WOULD RETURN THEM TO US. WE HAVE ENCLOSED A COPY FOR YOUR FILES.

ALSO ENCLOSED IS CHECK #7138 IN THE AMOUNT OF \$78.75 TO COVER, \$35.00 FILING FEE, \$35.00 REGISTERED AGENT DESIGNATION FEE, AND \$8.75 FOR A CERTIFICATE OF STATUS.

IF YOU HAVE ANY QUESTIONS OR NEED ADDITIONAL INFORMATION REGARDING THIS, PLEASE CONTACT ME.

SINCERELY,


DONALD L. PARKS

DP/EGP

ENCLOSURES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 8:30

~~1295 6011~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1995

P.D.&E., INC.
% DONALD P. PARKS
715 17TH CT., EAST
PALMETTO, FL 34221

SUBJECT: P. D. & E., INC.
Ref. Number: W95C00006849

We have received your document for P. D. & E., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 095A00014067

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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: P.D. & E., INC.
(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:

DONALD P. PARKS

(Name of Person)

P. D. & E., INC.

(Firm/Company)

715 17TH ST COURT E

(Address)

PALMETTO FL 34221

(City, State and Zip Code)

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

DONALD P. PARKS

(Name of Person)

at (813) 721-0313

Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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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
TRANSACTION BUSINESS IN FLORIDA**

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

P.D. & E., INC.

1. P.D. & E., 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. MICHIGAN 3. 38-2828501
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-12-1988 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01-06-95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 715 17TH ST COURT E
PALMETTO FL 34221
(Current mailing address)

8. MANUFACTURING
(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: DONALD P. PARKS
Office Address: 715 17TH ST COURT E
PALMETTO, Florida, 34221
(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.

[Signature]
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AM 8:31

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DONALD P. PARKS

Address: 2822 WRENWOOD CT.

SARASOTA FL 34235

Vice President: _____

Address: _____

Secretary: _____

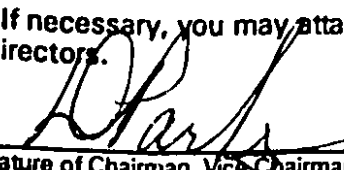
Address: _____

Treasurer: _____

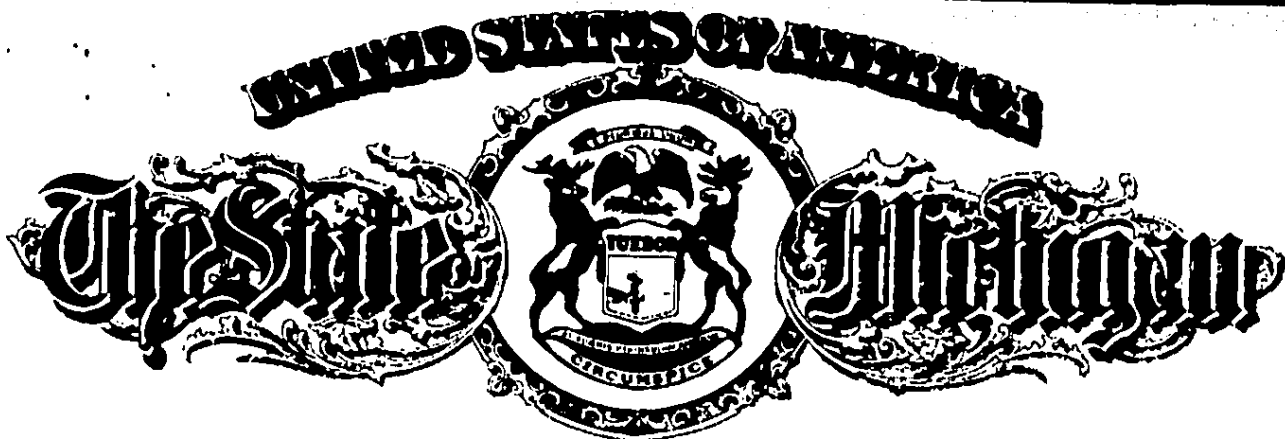
Address: _____

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DIVISION OF CORPORATIONS
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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. DONALD P PARKS
(Typed or printed name and capacity of person signing application)



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

P. D. & E., INC.

was validly incorporated on October 14, 1988, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

95 APR 14 PM 6:31
DIVISION OF
SECRETARY OF STATE

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 5th day of April, 1995.

Carl L. Lipp

, Director

Corporation & Securities Bureau

SEAL APPEARS ONLY ON ORIGINAL

F95000001813

FLORIDA DEPARTMENT OF STATE
Pamela B. Northman
Secretary of State

July 18, 1995

Donald P. Parks
P. D. & E., Inc.
715 17th Street Court E.
Palmetto, FL 34221

RE: P. D. & E., Inc., document number F95000001813

Dear Mr. Parks:

This letter is in regard to the qualification documents that were filed by this office on April 14, 1995, by P. D. & E., Inc., a corporation organized under the laws of Michigan.

Please be advised that this office erroneously filed the referenced qualification documents. The corporate name is unavailable for use in the State of Florida. The records of this office reflect that a Florida corporation filed its articles of incorporation with this office on August 19, 1992, by the name of PDE Inc., document number V58679. I have enclosed a printout for your reference.

As P. D. & E., Inc.'s corporate name is unavailable for use in Florida, it must adopt an alternate name for use in Florida by submitting the enclosed corporate resolution by the board of directors. The corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix such as: Corporation, Corp, Incorporated, Inc., Company or Co..

Please accept my sincere apology for this filing error. Please contact me directly by calling (904) 487-6943 for assistance in determining name availability for the alternate corporate name for use in Florida. If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

Hart Collins, Senior Corporate Section Administrator
Division of Corporations

Enclosures

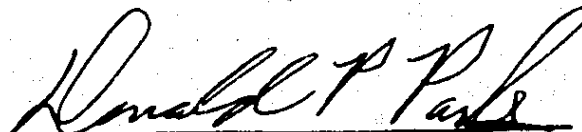
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DONALD P. PARKS, do hereby certify
that this Resolution of the Board of Directors of P.D. & E., INC.
a corporation duly organized and existing under the laws of the State of MICHIGAN
was duly adopted on 8/1, 1995.

Resolved, that P.D. & E., INC., organized
and existing in the State of MICHIGAN, hereby adopts the
name PDE/USA INC. for use in Florida.

Dated: 8/1/95


Signature of at least one director

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DIVISION OF CORPORATIONS
95 AUG 28 AM 9:25
28/8