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TRANSMITTAL LETTER

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

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-05/03/95--01042--005
*****70.00 *****70.00

SUBJECT: GeoPacific Lining, Incorporated
(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:

Caroline Miller

(Name of Person)

GeoPacific Lining, Incorporated

(Firm/Company)

1300 Dexter Avenue North, Suite 205

(Address)

/ Seattle, Washington 98109

(City, State and Zip Code)

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

Caroline Miller

(Name of Person)

at (206) 284 - 2378

Area Code & Daytime Telephone Number

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:

1. GeoPacific Lining, Incorporated
(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. Washington 3. 91-1564585
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 30, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 17, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 1300 Dexter Avenue North, Suite 205
Seattle, Washington 98109
(Current mailing address)
8. Impervious membrane liner sales and installation
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

See attached

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

A. DIRECTORS

Chairmen: _____

Address: _____

Vice Chairmen: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: William E. Wolfe

Address: 1300 Dexter Avenue North, Suite 205
Seattle, Washington 98109

Vice President: _____

Address: _____

Secretary: Joey C. Dale

Address: 1300 Dexter Avenue North, Suite 205
Seattle, Washington 98109

Treasurer: Joey C. Dale

Address: 1300 Dexter Avenue North, Suite 205
Seattle, Washington 98109

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

13. J.C. Dale, Treas William E. Wolfe, Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J.C. DALE, TREAS William E. WOLFE, Pres.
(Typed or printed name and capacity of person signing application)

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FLORIDA

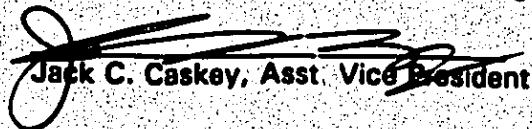
CONSENT TO APPOINTMENT AS REGISTERED AGENT

C T CORPORATION SYSTEM having been designated to act as registered agent
hereby agrees to act in this capacity for the following corporation:

GEOPACIFIC LINING, INC.

C T CORPORATION SYSTEM

Date: April 20, 1995


Jack C. Caskey, Asst. Vice President

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STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

GEOPACIFIC LINING, INC.

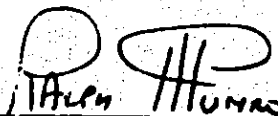
I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify
that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the
above - named profit corporation was incorporated under the laws of the State of
Washington and was issued a certificate of incorporation
in Washington on July 30, 1992.

I FURTHER CERTIFY that as of the date of this certificate no Articles of
Dissolution or Certificate of Withdrawal have been filed, that the conditions of the
Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and
the corporation is duly authorized to transact business in the corporate form in the
State of Washington.

Date: April 3, 1995

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.



Ralph Munro Secretary of State

C. French

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