

F9500002163

April 25, 1995

CT Corporation System
520 Pike Street
Seattle, WA 98101-4014
206 622 4511
Fax 206 621 8813

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500001472795
-05/03/95--01042--007
*****70.00 *****70.00

Re: WALTER & SCI CONSTRUCTION (USA) INC.

Gentlemen:

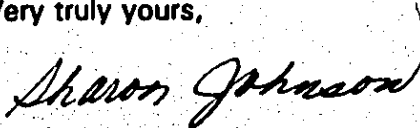
Enclosed please find Application by Foreign Corporation for Authorization to Transact Business in Florida to be filed in your office on behalf of the above corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number 1-800-456-4511.

Thank you for your attention to this matter.

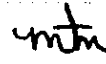
Very truly yours,



Sharon Johnson
Technical Specialist

/sij
enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -3 AM 8:31



9. Officers:

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
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(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

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: _____

John P. Stout

C T Corporation System

(Officer)

John P. Stout, Asst. Secretary

(Typed Name and Title of Officer)

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.

R. Handl

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

14. Dr. Ralf Handl, Secretary

(Name and capacity of person signing application)

DIRECTORS

<u>Name</u>	<u>Resident Address</u>	<u>Business Address</u>
Axel Bock	Nettelbeckstrasse 7 81929 Munchen, Germany	Walter Bau-Ag Boenheimstrasse 8, 86153 Augsburg, Germany
Eberhard Holzschuher	Holzhauser Weg 1a 82084 Ebertshausen Germany	Hellit + Woerner Bau-Ag Klausenburger Str. 9 81677 Munchen, Germany
Peter J. Falk	Box 19, Group 529, R.R. #5 Winnipeg, Manitoba R2C 2Z2	Pitblado & Hoskin 1900 - 360 Main Street Winnipeg, Manitoba R3C 3Z3
Duncan J. Jessiman	5 - 525 Wellington Crescent Winnipeg, Manitoba R3M 0A1	Pitblado & Hoskin 1900 - 360 Main Street Winnipeg, Manitoba R3C 3Z3

OFFICERS

<u>Office</u>	<u>Name</u>	<u>Resident Address</u>
Chairman	Peter J. Falk	Box 19, Group 529, R.R. #5 Winnipeg, Manitoba R2C 2Z2
Senior Vice President	Andreas Radler	Site 15, Box 13 R.R. #9 Calgary, Alberta T2J 5G5
Vice President	Klaus Biebach	423 East 6th Street North Vancouver, BC V7L 1P8
Vice President	Vic Lemecha	2219 - 2nd Avenue Seattle, Washington
Vice President	Walter Flathen	162 Scenic Ridge Crescent N.W. Calgary, Alberta T3L 1V7
Vice President	Reinhold Duld	#311, 385 Queenston Road Hamilton, Ontario L8K 1J1
Vice President	Robert Murray	2008 Kingsbridge Court Burlington, Ontario L7P 2A1
Vice President	Frank Ross	230 Acadia Mill Drive Bedford, NS B4A 3Z4
Secretary Treasurer	Dr. Ralf Händl	#301, 100 - 10A Street N.E. Calgary, Alberta T2N 4T3

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY - 3 AM 8:34



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

WALTER & SCI CONSTRUCTION (USA) INC.

I, RALPH MUNPO, 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, 1986.

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 11, 1995
Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro Secretary of State

H. Hayes

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY - 3 AM 8:24