

CAPITAL CONNECTION

417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 224-1222
 Mailing Address: Post Office Box 9349, Tallahassee, FL 32301
 TOLL FREE No. 1-800-421-1222
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY [Signature] _____

WALK-IN 8:20 2pm
 Will Pick Up _____

DIVISION OF REGISTRATION	C.O. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File	800001506273	
Name Reservation	08/22/95 01066-009	
Annual Report/Reinstatement	131-25 131-25	
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

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. Viking Management Group, 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. Delaware 3. 59-3314928
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3-1-95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 24, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.126, F.S.))

7. 4332 W. Waters Ave., Suite 109
Tampa, FL 33614
(Current mailing address)

8. All lawful business activities.
(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:

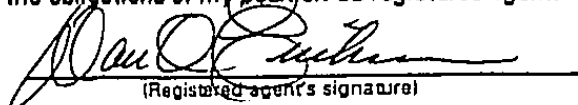
Name: Dan O. Erickson

Office Address: 4332 W. Waters Ave., Suite 109

Tampa, Florida, 33614
(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.


(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.

Part Four
Forms

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 AUG 22 PM 3:33

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

A. DIRECTORS

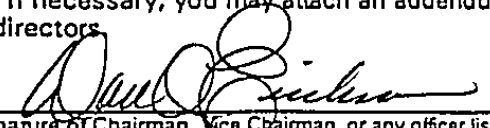
Chairman: Mark A. TaylorAddress: 11419 Palm Pasture DriveTampa, FL 33635Vice Chairman: Dan O. EricksonAddress: 5000 S. Himes Ave., #332Tampa, FL 33611Director: Dan O. EricksonAddress: SameDirector: Paul ParrshallAddress: 105 Heischman Ave.Worthington, OH 43085

B. OFFICERS

President: Mark A. TaylorAddress: 11419 Palm Pasture DriveTampa, FL 33635Vice President: Dan O. EricksonAddress: 5000 S. Himes Ave., #332Tampa, FL 33611Secretary: Dan O. EricksonAddress: SameTreasurer: Dan O. EricksonAddress: Same

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.

Dan O. Erickson, Exec.VP/CFO/Secr./Treas.

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 22 PM 3:33

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIKING MANAGEMENT GROUP, INC." 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-FIRST DAY OF AUGUST, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 22 PM 3:33



Edward J. Freel

Edward J. Freel, Secretary of State

2484864 8300

950189085

AUTHENTICATION: 7614552

DATE: 08-21-95

F95000004068

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8062
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Name	ADK
Account No.	10/6/95
Document	ADK
Fee	ADK
Service	ADK
Amount Due	ADK
W.P. Verifier	ADK

RE: Viking Machinery
Group, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File	800001589098	
	-09/20/95 --01023--012	
Name Reservation	*****87.50	*****87.50
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED
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 TIME NC CK No. _____
 BY _____

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 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: VIKING MANAGEMENT GROUP, INC.
Ref. Number: F95000004068

We have received your document for VIKING MANAGEMENT GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted both a profit and a nonprofit amendment application, the subject entity is a profit corporation --- please submit only the profit application for amendment.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note 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 suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 095A00043105

VIKING MANAGEMENT GROUP, INC.

4332 W. Waters Avenue, Suite 109
Tampa, Florida 33614 (813) 882-4020

September 19, 1995

FLORIDA DEPARTMENT OF STATE

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Change of name for Viking Management Group, Inc. to Viking Systems, Inc., a foreign corporation doing business in the state of Florida.

Dear Madam/Sir:


I enclose herewith an original and one copy of name change for the above referenced corporation. In addition, a check in the sum of \$ 87.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
	\$ 87.50

Please file the name change and return a certified copy to this office.

Your cooperation is greatly appreciated.

Sincerely,



Dan O. Erickson
Executive VP/CFO

Enclosures

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(s. 607.1504, F.S.)

FILED
OCT 5 1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION I (1-3 must be completed)

1. VIKING MANAGEMENT GROUP, INC.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: DELAWARE
3. Date authorized to do business in Florida: August 22, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

September 20, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

VIKING RESOURCES INTERNATIONAL, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature

DAN O. ERICKSON

Typed or printed name

September 20, 1995
Date

EVP/CFO/SECRETARY

Title

State of Delaware
Office of the Secretary of State

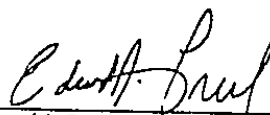
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VIKING MANAGEMENT GROUP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VIKING RESOURCES INTERNATIONAL, INC.", THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



2484864 8320

950227474


Edward J. Freel, Secretary of State

AUTHENTICATION:

7663250

DATE:

10-03-95