

# F95000004241

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

900001544759  
-07/25/95--01029--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: U.S. ENVIROSYSTEMS, 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:

RICHARD H. NELSON  
(Name of Person)

U.S. ENVIROSYSTEMS, INC.  
(Firm/Company)

777 S. FLAGLER DR., SUITE 800 W  
(Address)

WEST PALM BEACH, FL 33401  
(City, State and Zip Code)

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

RICHARD H. NELSON at (407) 820-9779  
(Name of Person) 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

FILED  
55 AUG 31 PM 3:34  
SECRETARY OF REVENUE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 25, 1995

RICHARD H. NELSON  
US ENVIROSYSTEMS, INC.  
777 S. FLAGLER DR., #800 W  
WEST PALM BEACH, FL 33401

SUBJECT: U.S. ENVIROSYSTEMS, INC.  
Ref. Number: W95000014900

We have received your document for U.S. ENVIROSYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 595A00035279

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. U.S. ENVIROSYSTEMS, 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. 52-1216347  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/9/81 5. PERPETUAL  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NO BUSINESS AS PER STATUTES YET TRANSACTED IN FLORIDA  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 777 S. FLAGLER DRIVE, SUITE 800W  
WEST PALM BEACH, FL 33401  
(Current mailing address)
8. DEVELOPMENT OF INDEPENDENT POWER PROJECTS.  
(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: RICHARD H. NELSON

Office Address: 777 SOUTH FLAGLER DR., SUITE 800W

WEST PALM BEACH, Florida, 33401  
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: THURMAN ROSON

Address: 55 E. 87<sup>TH</sup> ST

NEW YORK, NY 10028

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: RONALD MOODY

Address: 6451 N. THIMBLE PATH

TUCSON, AZ 85715

Director: FRED KNOLL

Address: 245 PARK AVE

NY NY 10067

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: RICHARD H. NELSON

Address: 777 S. FLAGLER DR, SUITE 800 W

W. PALM BEACH, FL 33401

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: THURMAN ROSON

Address: 55 E. 87<sup>TH</sup> ST

NY NY 10028

Treasurer: SEYMOUR BEDON

Address: 6 PETON COOPER RD. NEW YORK NY 10017

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

13. [Signature] RICHARD NELSON  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD NELSON, Pres. Elect  
(Typed or printed name and capacity of person signing application)

55 AUG 31 PM 3:34  
RECEIVED  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. ENVIROSYSTEMS, 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-SECOND DAY OF AUGUST, A.D. 1995.

FILED  
55 AUG 31 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

7615924

08-22-95

0913844 8300

950188277

# F95000004241

US Energy Systems, Inc.  
Requestor's Name  
515 N. Flagler Dr., Suite 202  
Address  
West Palm Beach, FL 33401  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>NC</u>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

100001960521  
-10/01/96--01047--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 OCT 10 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SH 10/10



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

October 2, 1996

U.S. Enorgy Systems, Inc.  
615 N. Flagler Dr.  
Suite 202  
West Palm Beach, FL 33401

SUBJECT: U.S. ENVIROSYSTEMS, INC.  
Ref. Number: F95000004241

We have received your document for U.S. ENVIROSYSTEMS, 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):

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 896A00045151

# USENERGYSYSTEMS Inc

October 9, 1996

Mr. Steven Harris  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Mr. Harris:

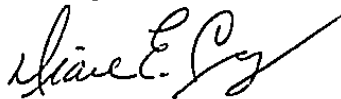
Per our conversation earlier today enclosed please find the following listed documents:

- 1.) Application for Authorization to Transact Business in Florida (completed)
- 2.) Certificate of Good Standing from the State of Delaware (original)
- 3.) Board of Resolution adopting our name for the State of Florida.

I sending this to you via Federal Express overnight delivery in hopes that it may be process as soon as possible. Please return approved application to me via Federal Express billing our account. (Check the box "bill recipient")

Thank you for your assistance in this matter and in advance for your immediate response.

Sincerely,



Diane E. Carey

/dec



**U.S. ENERGY SYSTEMS, INC.  
CORPORATE MINUTES**

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Date: Wednesday, October 9, 1996

Time: 3:00 P.M. EST

Location: Telephonic Conference

Type of Meeting: Board of Directors


Present: Richard Nelson - Acting Secretary for the Meeting  
Theodore Rosen  
Fred Knoll  
Evan Evans  
Ronald Moody

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The following resolutions were presented to the Board and adopted unanimously by all Directors present.

**BE IT RESOLVED**, that U.S. Energy Systems, Inc. will be known in Florida as "U.S. Energy Systems, Inc. (Delaware)".

Witnessed this 9th day of October, 1996

By:   
Richard H. Nelson

FILED  
96 OCT 10 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. U.S., ENVIROSYSTEMS, INC.  
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. 07/25/95  
Incorporated under laws of Date authorized to do business in Florida

**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? June 27, 1996
5. U.S. ENERGY SYSTEMS, INC.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

  
Signature

September 23, 1996  
Typed or printed name

9/23/96  
Date

President  
Title

FILED  
96 OCT 10 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "U.S. ENVIROSYSTEMS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "U.S. ENERGY SYSTEMS, INC.", THE TWELFTH DAY OF AUGUST, A.D. 1996, 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.



  
Edward J. Freel, Secretary of State

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960267745

AUTHENTICATION:

8109823

DATE:

09-19-96