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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-12/19/95--01033--001
*****78.75 *****78.75

SUBJECT: WESTERN STATES CHEMICAL, 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:

SALLY VAN ARSDALE

(Name of Person)

WESTERN STATES CHEMICAL, INC.

(Firm/Company)

4227 BURNHAM DRIVE N.W.

(Address)

GIG HARBOR, WA 98332

(City/State/Zip)

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

SALLY VAN ARSDALE

(Name of Person)

at (206)

851-5956

(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. WESTERN STATES CHEMICAL, 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. WASHINGTON
(State or country under the law of which it is incorporated)
3. 91-1702553
(FEI number, if applicable)
4. 12-4-95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1-2-96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4227 BURNHAM DRIVE N.W.
GIG HARBOR, WA 98332
(Current mailing address)
8. CHEMICAL DISTRIBUTION
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: C T CORP
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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FLORIDA

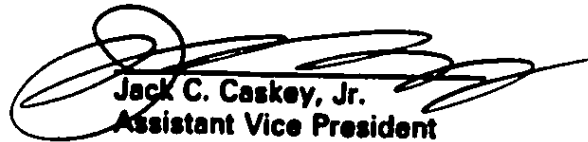
CONSENT TO SERVE AS REGISTERED AGENT

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

Western States Chemical Inc.

C T CORPORATION SYSTEM

Date: December 1, 1995


Jack C. Caskey, Jr.
Assistant Vice President

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: R. L. BELVEAL

Address: 12915 FOXGLOVE

GIG HARBOR, WA 98332

Vice President: A. J. CLERC

Address: 4816 - 133RD ST. N.W.

GIG HARBOR, WA 98332

Secretary: SALLY VAN ARSDALE

Address: 7936 SCHOOLHOUSE AVE

GIG HARBOR, WA 98332

Treasurer: A. J. CLERC

Address: SEE ABOVE

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

13. *Sally Van Arsdale*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. SALLY VAN ARSDALE, CORP. SECRETARY
(Typed or printed name and capacity of person signing application)

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STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the state of Washington and custodian of its seal,

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

WESTERN STATES CHEMICAL, INC.

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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 formed under the laws of the

State of Washington and was issued a certificate of incorporation

in Washington on December 4, 1995.

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: December 7, 1995
*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

RALPH MUNRO

Ralph Munro, Secretary of State

L. Tomow