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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

600001670906
-12/26/95--01056--009
*****78.75 *****78.75

SUBJECT: NATIONAL DISASTER CONSULTANTS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-24675

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:

TIMOTHY H. BARTHELEMY
(Name of Person)

NATIONAL DISASTER CONSULTANTS, INC.
(Firm/Company)

17155 FRONT BEACH RD. STE 1601
(Address)

PANAMA CITY BEACH, FL. 32413
(City, State and Zip Code)

W12/26

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 26 AM 8:45

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

TIMOTHY H. BARTHELEMY
(Name of Person)

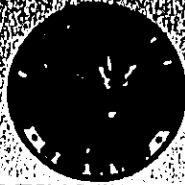
at (904) 233-5593
Area Code & Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1995

TIMOTHY H. BARTHELEMY
NATIONAL DISASTER CONSULTANTS, INC.
17155 FRONT BEACH RD. SUITE N601
PANAMA CITY BEACH, FL 32413

SUBJECT: NATIONAL DISASTER CONSULTANTS, INC.
Ref. Number: W95000024675

We have received your document for NATIONAL DISASTER CONSULTANTS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6958.

Lee Rivers
Document Examiner

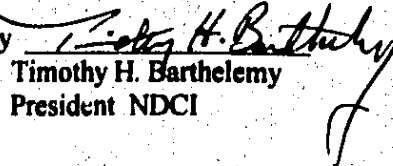
Letter Number: 495A00054765

Dear Jennifer

I'm sending in this check, in a separate mailing envelope because I didn't place it in the first envelope that I sent out the day before, with 2nd day mail. That envelope was sent to your office with the paper work only, and no check. I've sent this new envelope with the check out next day mail. So both envelopes should be in your office today.

Please if at all possible call me and let me know you were able to take care of this for me. Thank you so much ! And I'm truly sorry for the mix up. 904-233-8692

Sincerely


Timothy H. Barthelemy
President NDCI

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. National Disaster Consultants, 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. Minnesota

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. October 30, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. JAN. 06th 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 1241 8th Avenue North

St. Cloud MN 56303

(Current mailing address)

8. General Business Purposes

(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: TIMOTHY H. BARTHELEMY

Office Address: 17155 FRONT BEACH RD. STE. W601

PANAMA CITY BEACH, Florida, 32414

(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.

Timothy H. Barthelmy
(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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DIVISION OF CORPORATIONS
9 DEC 26 AM 8:45

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: Tim Barthelemy

Address: 1241 8th Avenue North

St. Cloud MN 56303

Vice Chairman: N/A

Address: _____

Director: Tim Barthelemy

Address: 1241 8th Avenue North

St. Cloud MN 56303

Director: N/A

Address: _____

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

President: Tim Barthelemy

Address: 1241 8th Avenue North

St. Cloud MN 56303

Vice President: N/A

Address: _____

Secretary: Tim Barthelemy

Address: 1241 8th Avenue North

St. Cloud MN 56303

Treasurer: Tim Barthelemy

Address: 1241 8th Avenue North , St. Cloud MN 56303

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

13. Timothy H. Barthelemy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Timothy H. BARTHELEMY CHAIRMAN of the Board
(Typed or printed name and capacity of person signing application)

State of Minnesota

6650

SECRETARY OF STATE

95 DEC 26 AM 8:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: National Disaster Consultants, Inc.

Corporate Charter Number: 8X-240

Chapter Formed Under: 302A

This certificate has been issued on 10/30/1995.



Joan Anderson Grove
Secretary of State.