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TRANSIT LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 25 PM 2:47

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TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ADAPT ENGINEERING, 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:

GLENN M. PHILLIPS
(Name of Person)

000001698190
-01/25/96--01077--002
*****78.75 *****78.75

ADAPT ENGINEERING
(Firm/Company)

1911 HICKORY LANE
(Address)

ATLANTIC BEACH, FL 32233-4577
(City/State/Zip)

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

GLENN M. PHILLIPS at (904) 247-1211
(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 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. ADAPT ENGINEERING, 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. OHIO
(State or country under the law of which it is incorporated)

3. OH CHARTER # 890525
ROLL + FRAME 5010-1515
(FEI number, if applicable)

4. DECEMBER 22, 1994
(Date of Incorporation)

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

6. upon approval
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 24601 CENTER RIDGE ROAD, SUITE 175
WESTLAKE OH 44145-5600
(Current mailing address)

8. ENGINEERING / CONSTRUCTION MANAGEMENT
(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: GLENN M. PHILLIPS

Office Address: 1911 HICKORY LANE

ATLANTIC BEACH, Florida, 32233-4577
(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.

GM Phillips 1/3/96
(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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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: _____

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TALLAHASSEE FLORIDA

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

President: Peter J. DeSantis 206-432-8853

Address: 25312 237th PLACE
Maple Valley WA 98038

Vice President: J. Andrew McIntyre 216-650-2940

Address: 7349 West Firelands Drive
Hudson OH 44236

Secretary: Dann R. Stapp 216-951-5965

Address: 36500 Carriage Lane
Willoughby OH 44094-4182

Treasurer: Dann R. Stapp 216 951-5965

Address: 36500 Carriage Lane
Willoughby, OH 44094-4182

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

13. Dann R. Stapp 12/24/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DANN R. STAPP SEC/TREAS.
(Typed or printed name and capacity of person signing application)

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**



*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show ADAPT ENGINEERING, INC., an Ohio Corporation, Charter No. 890525, having its principal location in Willoughby, County of Lake, was incorporated on December 22, 1994, is currently in **GOOD STANDING** upon the records of this office.*

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TALLAHASSEE, FLORIDA



*WITNESS my hand and official
seal at Columbus, Ohio this
9th Day of January, A.D., 1996*

Bob Taft

Bob Taft
Secretary of State