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ACCOUNT NO. : 072100000032

REFERENCE : 908940 4344517

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : April 5, 1996

ORDER TIME : 3:30 PM

ORDER NO. : 908940

CUSTOMER NO: 4344517

CUSTOMER: Ms. Betty Newman
Centex Corporation
3333 Lee Parkway
P. O. Box 19000
Dallas, TX 75219

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR - 8 AM 8:09

FILED

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-04/08/96--01001--011
*****70.00 *****70.00

000001771570
-04/08/96--01001--012
*****43.75 *****43.75

FOREIGN FILINGS

NAME: ENHANCED SAFETY SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX 5 CERTIFICATES OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

RECEIVED
96 APR - 5 PM 4:08
DIVISION OF CORPORATION

**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. Enhanced Safety Systems, 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. Nevada 3. 75-2641829
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 19, 1996 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P. O. Box 199000, 3333 Lee Parkway
Dallas, Texas 75219
(Current mailing address)
8. To engage in any lawful act, activity or business permitted under the
General Corporation Laws of Nevada and the Florida Business Corporation Act.
(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: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Amy Bass

(Registered agent's signature)

Amy Bass, Assistant Secretary

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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8:09
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Stephen M. Weinberg
Address: 3710 Rawlins, Suite 1400, P. O. Box 199000
Dallas, TX 75219
Vice Chairman: _____
Address: _____
Director: Laurence E. Hirsch
Address: 3333 Lee Parkway, P. O. Box 199000
Dallas, TX 75219
Director: Raymond G. Smerge
Address: 3333 Lee Parkway, P. O. Box 199000
Dallas, TX 75219

B. OFFICERS

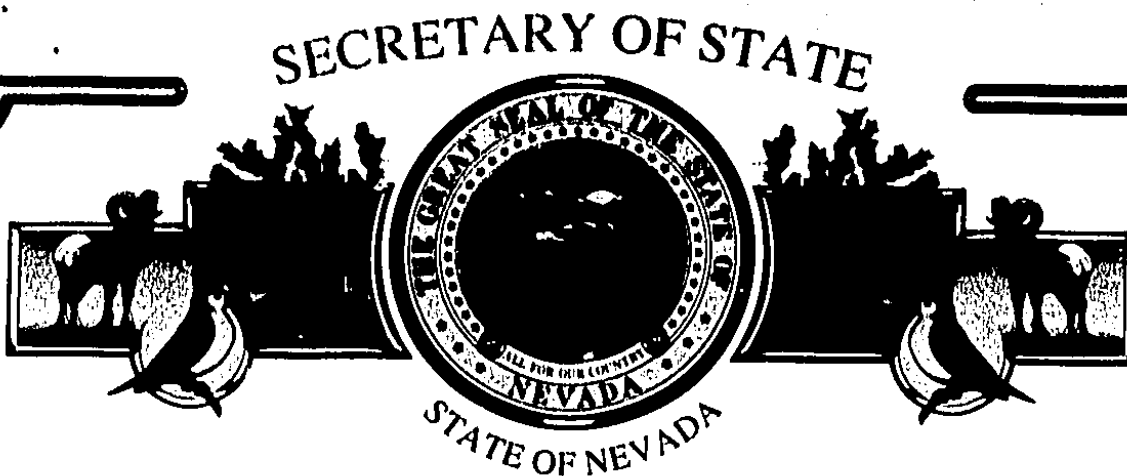
President: Stephen M. Weinberg
Address: 3710 Rawlins, Suite 1400, P. O. Box 199000
Dallas, TX 75219
Vice President: _____
Address: _____
Secretary: Raymond G. Smerge
Address: 3333 Lee Parkway, P. O. Box 199000
Dallas, TX 75219
Treasurer: Gaylon Hull
Address: 3710 Rawlins, Suite 1400, P. O. Box 199000
Dallas, TX 75219

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TALLAHASSEE, FLORIDA

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

13. Stephen M. Weinberg
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Stephen M. Weinberg, Chairman of the Board, President and Chief
(Typed or printed name and capacity of person signing application) Executive Officer



**CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **ENHANCED SAFETYSYSTEMS, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on March 19, 1996.



Dean Heller

Secretary of State

By *Mary M. Rojas*
Certification Clerk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED