

F9 6000002130

TO: Qualification/Tax Lien Section
Division of Corporations

8000001728606
-04/26/93--01004--005
*****70.00 *****70.00

SUBJECT: Newport Oil Corporation
(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:

John E. Bruynell
(Name of Person)

Newport Oil Corporation
(Firm/Company)

805 Turner Street
(Address)

Clearwater, Fl. 34616
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 11:01
27
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Should you need to call someone concerning this matter, please call:

John E. Bruynell at (813) 447-8655
(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. Newport Oil Corporation
(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, U.S.A.
(State or country under the law of which it is incorporated)
3. 22-2154500
(FEI number, if applicable)
4. October 15, 1976
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist
"perpetual")
6. April 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Newport Oil Corporation
805 Turner Street , Clearwater, Florida 34616
(Current mailing address)
8. Establish an administrative branch office in Florida
(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)**

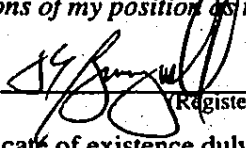
Name: John E. Bruynell

Office Address: 805 Turner Street

Clearwater , Florida , 34616
(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.


(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
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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: John E. Bruynell

Address: 805 Turner Street
Clearwater, Fl. 34616

Vice Chairman: _____

Address: _____

Director: John Juliano

Address: 805 Turner Street
Clearwater, Fl. 34616

Director: _____

Address: _____

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

President: John E. Bruynell

Address: 805 Turner Street
Clearwater, Fl. 34616

Vice President: _____

Address: _____

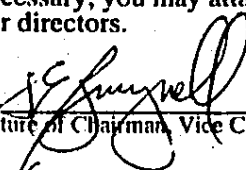
Secretary: Mary Stanfield

Address: 805 Turner Street
Clearwater, Fl. 34616

Treasurer: _____

Address: _____

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

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

14. John E. Bruynell - President/ Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 26 AM 11:01

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWPORT OIL CORPORATION" 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 SEVENTEENTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 26 AM 11:01



Edward J. Freel

Edward J. Freel, Secretary of State

0830029 8300

960110053

AUTHENTICATION:

7910010

DATE:

04-17-96

F96000002130

NEWPORT OIL CORPORATION

808 TURNER STREET
CLEARWATER, FLORIDA 34616
(813) 447-0058

September 15, 1997

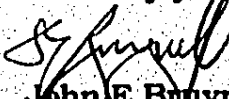
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed is our application for amendment along with an original certificate from the state of incorporation (Delaware), signed by myself as president of the corporation.

Also enclosed is the \$35. filing fee. Thank you for a prompt response to this change.

Sincerely yours,


John E Bruynell
President

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-09/18/97--D1025--010
*****35.00 *****35.00

RECEIVED
91 SEP 18 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
OK
9/24

CT CORPORATION SYSTEM

30 The Green
Dover, DE 19903
Tel. 302 734 7492
Fax 302 674 8340

SEP 4 1997

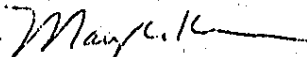
Dear Ms. Bruynell:

Re: Newport Oil Corporation
Changed Name to: New Z Corporation

Pursuant to instructions received, the Certificate of Amendment for this corporation was filed in the office of the Secretary of State of Delaware on September 4, 1997 at 1:00 p.m. and a certified copy thereof is being forwarded by the Secretary of State to the Recorder of Deeds of New Castle County, Wilmington, Delaware.

We enclose one certified copy of the Certificate of Amendment.

Thanks, again.



Mary C. Kinnamon
Senior Customer Specialist

MCK/clh
Enc.

John E. Bruynell
Newport Oil Corporation
280 Bailey Street
Safety Harbor, FL 34695



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 10, 1997

JOHN E. BRUYNELL
805 TURNER STREET
CLEARWATER, FL 34616

SUBJECT: NEWPORT OIL CORPORATION
Ref. Number: F96000002130

We have received your document for NEWPORT OIL CORPORATION and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 197A00044981

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. NEWPORT OIL CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 1987
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? 9/4/97
5. NEW Z CORPORATION
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

John E. Bruynell
Signature
JOHN E. BRUYNELL
Typed or printed name

9/15/97
Date
President
Title

97 SEP 18 AM 11:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEWPORT OIL CORPORATION", CHANGING ITS NAME FROM "NEWPORT OIL CORPORATION" TO "NEW Z CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF SEPTEMBER, A.D. 1997, AT 1 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

0830029 8100

971294958

AUTHENTICATION:

8635479

DATE:

09-04-97

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Newport Oil Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify.

First: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

Resolved, that the Certificate of Incorporation of Newport Oil Corporation be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

1. "The name of the corporation is New Z Corporation."

Second: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

Third: That the aforesaid amendment was duly adopted in accordance with the applicable provisions as sections 242 and 228 of the General Corporation Law of the State of Delaware.

In Witness Where, said Newport Oil Corporation has caused this certificate to be signed by John E. Bruynell, its president, and attested

by Amice Elizabeth Bruynell, Secretary

this 4th day of September, 1997.

ATTEST:

BY: Amice E Bruynell

NEWPORT OIL CORPORATION

BY: John E. Bruynell
John E. Bruynell, President

F96000002130

Florida Department of State

Attn: Darlene Connell

Please note address change for the old Newport Oil Corporation now
known as the New Z Corporation:

John E. Bruynell
805 Turner Street
Clearwater, FL 33756

Thank you,
Tammy Dalrymple
(813) 447-8655

Mailing
address
only

Kelley
10/9