

F960000024/4

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ACCOUNT NO. : 072100000032
REFERENCE : 949451 4309577
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 14 PM 2:12

ORDER DATE : May 10, 1996
ORDER TIME : 10:46 AM
ORDER NO. : 949451

CUSTOMER NO: 4309577

CUSTOMER: Shari Seibert, Legal Assistant
Werbel, Mcmillin & Carnelutti
711 Fifth Avenue

300001820793

New York, NY 10022

FOREIGN FILINGS

NAME: CLEARWATER RESOURCES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

RECEIVED
96 MAY 14 PM 1:02
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. Clearwater Resource, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 19, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. to commence transacting business upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.105, F.S.))
7. 2701 N. Rocky Point Drive, Suite 650
Tampa, Florida 33607
(Current mailing address)
8. to engage in any lawful act or activity under the general corporation law of the State of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Florida
9. **Name and street address of Florida registered agent:**
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
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.
The Prentice-Hall Corporation System, Inc.
By: Vicki Schreiber Asst. J.P.
(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:

A. DIRECTORS

Chairman: William D. Farrell
Address: 155 State Street
Hackensack, New Jersey 07601

Vice Chairman: Robert J. Adamson
Address: 2701 N. Rocky Point Drive, Suite 650
Tampa, Florida 33607

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: William D. Farrell
Address: SEE ABOVE

Vice President: Robert J. Adamson
Address: SEE ABOVE

Secretary: Stephen M. Davis
Address: 711 Fifth Avenue, Fifth Floor
New York, New York 10022

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. Stephen M. Davis, Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEARWATER RESOURCES, INC." 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 TENTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7941463

DATE: 05-10-96