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REFERENCE I

949451

AUTHORIZATION

COST LIMIT :

ORDER DATE : Hay 10, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 949451

CUSTOMER NO:

PRESTICE BALL LEGAL & LISANCIAL SERVICES

4309577

CUSTOMER: Shari Seibert, Legal Assistant

Werbel, Mcmillin & Carnelutti

711 Fifth Avenue

New York, NY 10022

8800001820793

FOREIGN FILINGS

NAME:

CLEARWATER RESOURCES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

DIVISION OF CORPORATION

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:

Delaware State or country under the law of which it is incorporated) April 19, 1996 B. Parpetual (Disaboni Year corp. will cease to exist or perpetual) (Day of incorporation) to commence transacting business upon qualification (Day Wat yearseted business in Florida. (See restern 607.180), 607.1803, and 817.180, F.B.) 2701 N. Rocky Point Drive, Suite 650 Tampa, Florida 33607 (Current mailing address) to engage in any lawful act or activity under the general corporation law of the (Purposa(s) of corporation sutherlies in home same or country to be carried out in the same of Florida. Name and sweet address of Florida registered agent: The Prantice-Hall Corporation Name: Office Address: 1201 Hays Street, Suite 105 Tallahassee , Florida, 32301 (Zip Code) O. Registered agent's acceptance: laying 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 agistered agent and agree to actin this capacity. I Auther agree to comply with the provisions agistered agent and agree to actin this capacity. I Auther agree to comply with the provisions agistered agent and agree to actin this capacity. I Auther agree to comply with the provisions agistered agent and agree to actin this capacity. I Auther agree to comply with the provisions agistered agent and agree to actin this capacity. I Auther agree to comply with the provisions.	No Latara		CORPORATEDY, COMP/ arty indicate that it is a coresent.)				
April 19, 1996 (Daw of incorporation) (Duration: Year corp. will cease to exist or 'perpetual') to commence transacting business upon qualification Data Wat yearseted business in Florida. (See returne CO7.1801, 607.1802, and \$17.180, F.S.) 2701 N. Rocky Point Drive, Suite 650 Tampa, Florida 33607 (Current mailing address) to engage in any lawful act or activity under the general corporation law of the (Purposala) of corporation suthorized in home state or county to be carried out in the state of Florida) Name and street address of Florida registered agent: The Prentice-Hall Corporation Name: System, Inc. Office Address: 1201 Mays Street, Suite 105 Tallahassee , Florida . 32301 (Zio Code) D. Registered agent's acceptance: aving been named as registered agent and to accept service of process for the above stated proporation at the place designated in this application, I hereby accept the appointment as proporation at the place designated in this application, I hereby accept the appointment as provisions	STATE OF COUNTY UNDER THE HIM	of which it is incom	•			95 - 186 187	(2)
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rying been named as registered agent and to accept service of process for the above stated reports the appointment as reports the appointment as reports the appointment as reports the appointment as reports the provisions.	Name: _	System, Inc. 1201 Hays Stre	Hall Corporation	Florida			
gistered agent and agree to act in this capacity. I further agree of my duties, and I am familiar all statutes relative to the proper and complete performance of my duties, and I am familiar ith and accept the obligations of my position as registered agent. The Prentice-Hall Corporation System, Inc.	Name: _	System, Inc. 1201 Hays Stre	Hall Corporation	 , Florids , .			
By: Vicki Schreiber, ast. V.P.	Name:	System, Inc. 1201 Hays Stre Tallahassee acceptance: egistered agent designated in the control of the control of the proper and controls of my positions of	eet. Buite 105 and to accept service this application, I he complete performance it in a registered in the service of the ser	ce of process ereby accept gree to compl ace of my duti egent.	(Zip Code) for the above the appoint y with the p	re stated Iment as rovisions	

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.

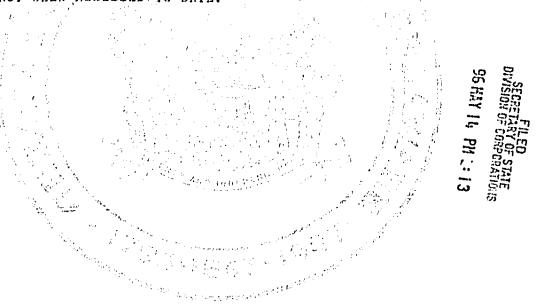
(Typed or printed name and capacity of person signing application)

PARTITION TO BE REPORTED TO BE A SECURE OF THE SECURE OF T

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY 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.



Edward J. Freel. Secretary of State

AUTHENTICATION:

7941463

2615591 8300 960136419

DATE:

05-10-96