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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

200001837722
-05/24/96--01010--002
*****70.00 *****70.00

SUBJECT: Keller Builders, 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:

Jeri Fish
(Name of Person)

Keller Builders, Inc.
(Firm/Company)

9950 E. Baldwin Place
(Address)

El Monte, CA 91731
(City/State/Zip)

905/24
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Jeri Fish at (818) 443-6633
(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. Keller Builders, 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
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. January 22, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Have not yet transacted business in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 13313 Southwest Freeway, Suite 285
Sugar Land, Texas 77479
(Current mailing address)
8. General contractor for building construction
(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 acceptable)
Name: C T CORPORATION SYSTEM
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Thomas C. Tolaro
Assistant Secretary


(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)

Director, Chairman: Joseph H. Mathis

Address: 13313 Southwest Freeway, Suite 285, Sugar Land, TX 77478

Director, Vice Chairman: Stephen O. Converse, AIA

Address: 9950 E. Baldwin Place, El Monte, CA 91731

Director: Paul N. Koller

Address: 9950 E. Baldwin Place, El Monte, CA 91731

Director: William G. Koller

Address: 9950 E. Baldwin Place, El Monte, CA 91731

(see continuation sheet)

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

President: Joseph H. Mathis

Address: 13313 Southwest Freeway, Suite 285, Sugar Land, TX 77478

Vice President: None

Address: _____

Secretary: Stephen O. Converse, AIA

Address: 9950 E. Baldwin Place, El Monte, CA 91731

Treasurer: Stephen O. Converse

Address: 9950 E. Baldwin Place, El Monte, CA 91731

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

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

14. Stephen O. Converse, AIA, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

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ADDENDUM

12.A. DIRECTORS (Cont.)

Director: Thomas Keeton

9950 E. Baldwin Place, El Monte, CA 91731

Director: Robert Stago

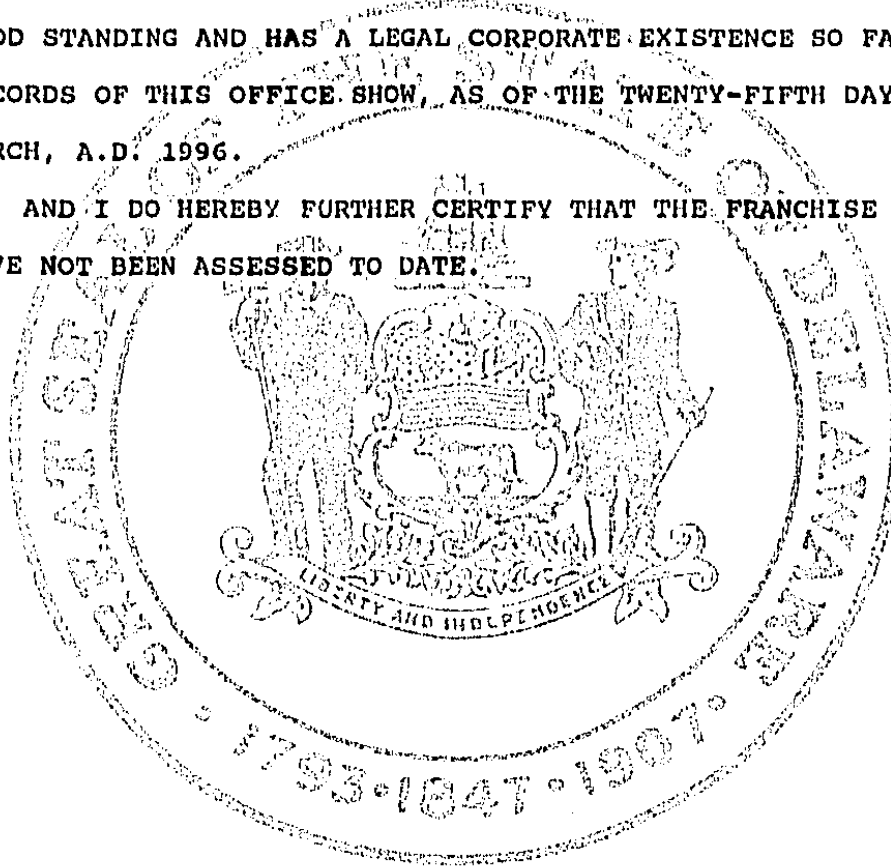
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELLER BUILDERS, 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 TWENTY-FIFTH DAY OF MARCH, A.D. 1996.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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03-25-96