

F96000002669

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

200001790532
-04/23/96--01083--001
*****78.75 *****78.75

SUBJECT: WATERPROOFING SPECIALISTS, 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:

Charles Shivers
(Name of Person)

Waterproofing Specialists, Inc.
(Firm/Company)

7999 Hansen #112
(Address)

Houston TX 77061
(City/State/Zip)

~~996-8789~~

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

996 5558

Charles Shivers
(Name of Person)

at (713) 941-7663
(Area Code & Daytime Telephone Number)

*per auth. to change resolution to
"Waterproofing Specialists, Inc. of Texas"*

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

HC 5/29

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

HC 5/29

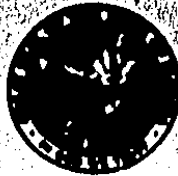
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DIVISION OF CORPORATIONS
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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 196A00019285



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 24, 1996

CHARLES SHIVERS
WATERPROOFING SPECIALISTS, INC.
7999 HANSEN #112
HOUSTON, TX 77061

SUBJECT: WATERPROOFING SPECIALISTS, INC.
Ref. Number: W96000008786

We have received your document for WATERPROOFING SPECIALISTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please be advised that this office requires a foreign corporation to submit a "certificate of good standing" issued from the Texas Secretary of State. Certification issued from the Texas Comptroller is not valid for the purpose of dissolution, merger or withdrawal. Please contact the Texas Secretary of State at (512) 463-5578 to request a certificate of good standing as evidence.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Charles H. Shivers, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Waterproofing Specialists, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of TEXAS,

was duly adopted on Oct. 4, 19 94.

Be it resolved, that Waterproofing Specialists, Inc.
(Corporate Name),

organized and existing in the State of TEXAS, hereby adopts the name

Waterproofing Specialists, INC. of Texas for use in Florida.

Dated: 5/24/96


Signature of either Chairman, Vice Chairman or any officer

Charles H. Shivers
Type or print name

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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. WATER PROOFING SPECIALISTS, 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. TEXAS
(State or country under the law of which it is incorporated)
3. 76-0456873
(FBI number, if applicable)
4. 10/1/95
(Date of Incorporation)
5. Perpetual
(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. 7999 Hansen #112
Houston, Tx. 77061
(Current mailing address)

8. Waterproofing
(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: Bill Ettman

Office Address: 835 Balivar

Lady Lake, Fl., Florida, 32159
(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.

William M. Ettman
(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)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Charles Shivers

Address: 2111 AIRLINE

FRIENDS WOOD TR 77546

Vice President: Donna Wood

Address: 2111 AIRLINE

FRIENDS WOOD TR 77546

Secretary: _____

Address: _____

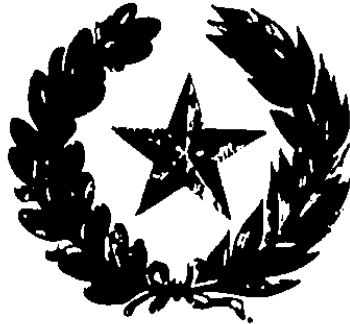
Treasurer: _____

Address: _____

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

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

14. Charles Shivers - PRES.
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

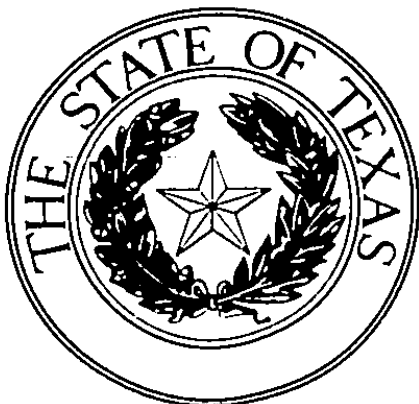
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

WATERPROOFING SPECIALISTS, INC.
CHARTER NO. 1329129-0

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were filed in this office and a certificate of incorporation was issued on
OCTOBER 4, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 20, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

DAE