

F96000003255

THE MARSHALL COMPANIES, INC.
PROFESSIONAL LOSS CONSULTANTS

June 18, 1996

Qualification/Tax Lien Section
Division of Corporation
Florida Department of State
P O Box 6327
Tallahassee, FL 32314

700001875867
-06/26/96--01039--001
*****70.00 *****70.00

Dear Sir,

Enclosed please find the original certificates of existence for The Marshall Companies, Inc. and Marshall Restoration Construction, Inc. authenticated by the Texas Secretary of State.

Also attached hereby are the two copies of completed Application by Foreign Corporation for Authorization to Transact Business in Florida for the above companies together with two checks, each for 70.00 for registration fee.

We trust those documents will help you to register our companies in your state in due course.

Please call me if you have further questions.

Sincerely,


Gerald C Marshall, Jr.
CEO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 PM 3:28
H 6/26

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. Marshall Restoration & Construction, 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 3. 75-2405840
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. December 17, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))

7. 6330 LBJ Freeway, Ste. 234, Dallas, Tx 75240
(Current mailing address)

8. Restoration of Residential/Commercial Real Property
(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: CT corporation system

Office Address: 1200 South Pine Island Rd.

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.

Randy A. Shelley
(Registered agent's signature)

RANDY A. SHELLEY
SPECIAL ASSISTANT SECRETARY

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 26 PM 3:28

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: Gerald C. Marshall, Jr.Address: 6330 LBJ Fwy. Ste. 234
Dallas, TX 75240

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)President: Gerald C. Marshall, Jr.Address: 6330 LBJ Fwy. Ste. 234
Dallas, TX 75240

Vice President: _____

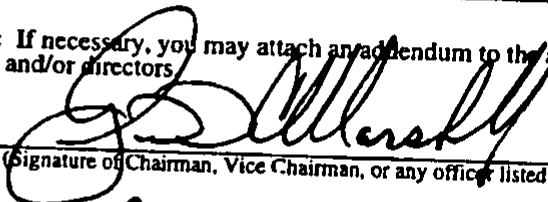
Address: _____

Secretary: Gerald C. Marshall, Jr.Address: 6330 LBJ Fwy. Ste. 234
Dallas, TX 75240

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. Gerald C. Marshall, Jr.
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

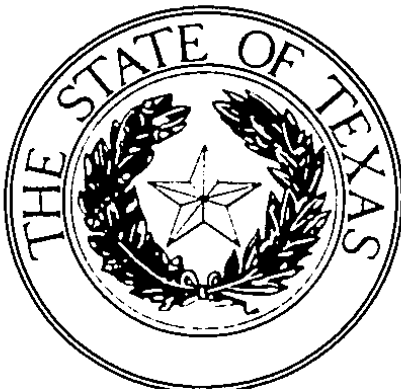
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

MARSHALL RESTORATION & CONSTRUCTION, INC.
CHARTER NO. 1215042-0

were filed in this office and a certificate of incorporation was issued on
DECEMBER 16, 1991;

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 PM 3:28



*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 June 5, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

DAE