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TRANSMITTAL LETTER

F96000003431

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Westcon Microtunneling, 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:

Linda Smith
(Name of Person)
Westcon Microtunneling, Inc.
(Firm/Company)
800 South Main
(Address)
Pleasant Grove, UT 84062
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Linda Smith at (801) 785-3401
(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. Westcon Microtunneling, 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. Utah
(State or country under the law of which it is incorporated)
3. 87-0545368
(FEI number, if applicable)
4. July 27, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 800 South Main
Pleasant Grove, UT 84062
(Current mailing address)
8. General Engineering Construction Contracting - Microtunneling
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Specialization

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9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

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.

Corporation Service Company

By: Delia Taliento, Asst. V.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.

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: Michael R. Ellis

Address: 444 W. 610 S., Orem, UT 84058

Vice Chairman: Roger M. Ellis

Address: 444 W. 610 S., Orem, UT 84058

Director: Marilyn B. Ellis

Address: 444 W. 610 S., Orem, UT 84058

Director: _____

Address: _____

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

President: Michael R. Ellis

Address: 444 W. 610 S., Orem, UT 84058

Vice President: Roger M. Ellis

Address: 444 W. 610 S., Orem, UT 84058


Secretary: Marilyn B. Ellis

Address: 444 W. 610 S., Orem, UT 84058

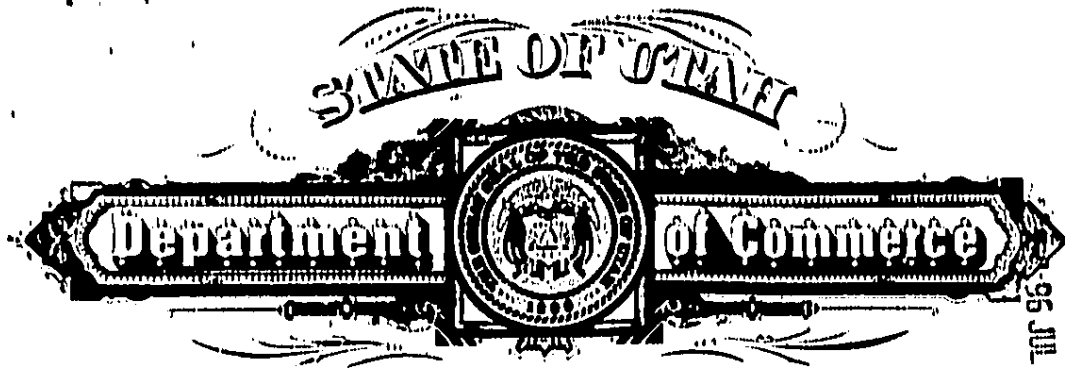
Treasurer: Marilyn B. Ellis

Address: 444 W. 610 S., Orem, UT 84058

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. Michael R. Ellis, President
(Typed or printed name and capacity of person signing application)



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**CERTIFICATION
OF GOOD STANDING**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

WESTCON MICROTUNNELING, INC.

is a Utah corporation and is qualified to transact business in the State of Utah, and that its most recent annual report required by Utah law has been filed, and that Articles of Dissolution have not been filed. A Certificate of Incorporation was issued from this office on *July 27, 1995* and said corporation is in good standing, as appears of record in the offices of the Division.

This certification is not intended to reflect the financial condition, business activity or practices of this corporation.

File Number: *CO 181437*



Dated this 17th day
of June, 19 96.

Karla S. Woods

Karla T. Woods
Director, Division of
Corporations and Commercial Code