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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

1000001938711
-09/04/96--01116--023
*****70.00 *****70.00

CORPORATION(S) NAME

Alpacore Land Corporation

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DATE
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4-3

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Albacore Land Corporation

(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. 75-2105839

(FEI number, if applicable)

4. February 18, 1986

(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 817.156, F.S.))

7. P. O. Box 1920, Dallas, Texas 75221

(Current mailing address)

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8. To engage in the transaction of any and all lawful business

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

JOANNE BRYAN
(Registered agent's signature) (Officer)

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Mack Pogue

Address: P.O. Box 1920 1505 Federal, Dallas, TX 75201
Dallas, Texas 75221

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. K. E. Meeter, Vice President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Albacore Land Corporation**

1. Mack Pogue, Chairman of the Board
P. O. Box 1920
Dallas, Texas 75221
2. William C. Duvall, President
P. O. Box 1920
Dallas, Texas 75221
3. K. E. Mooter, Executive Vice President and Assistant Secretary
P. O. Box 1920
Dallas, Texas 75221
4. Nancy A. Davis, Vice President/Secretary/Treasurer
P. O. Box 1920
Dallas, Texas 75221
5. Leigh Ann Everett, Assistant Secretary
P. O. Box 1920
Dallas, Texas 75221

Address(es) for the above:
1505 Federal, Dallas, TX 75201

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The State of Texas

SECRETARY OF STATE

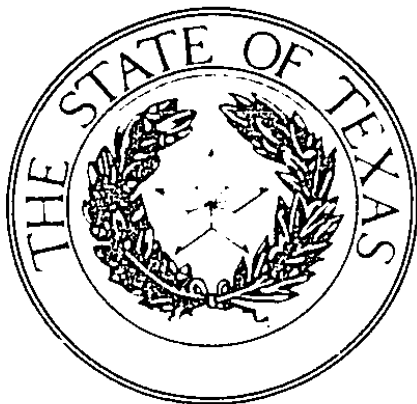
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

ALBACORE LAND CORPORATION
CHARTER NO. 786152

were filed in this office and a certificate of incorporation was issued on
FEBRUARY 18, 1986;

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

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ON SEP 4 1996
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*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 September 3, 1996.*

1087.

Antonio O. Garza, Jr.
Secretary of State

BAM