

F96000005194

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: U. S. Energy, Inc.
(Name of corporation ~~omit~~ 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:

William R. Lewis
(Name of Person)

800001968828
-10/08/96--01008--004
*****78.75 *****78.75

U. S. Energy
(Firm/Company)

4821 Atlantic Blvd
(Address)

JACKSONVILLE, FL 32207
(City/State/Zip)

96 OCT -7 AM 11:35

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DIVISION OF CORPORATIONS

10/8

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

Peter Mabry at (904) 396-3969
(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. U.S. Energy, 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. Freeport The Bahamas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. FEBRUARY 13, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cense to exist or "perpetual")

OTHER THAN ACTIVITIES DESCRIBED AT:

6. RE: 607.1501(a, b, c, d, e, f, g, h, i, j, k, l, m, n, o, p, q, r, s, t, u, v, w, x, y, z, aa, ab, ac, ad, ae, af, ag, ah, ai, aj, ak, al, am, an, ao, ap, aq, ar, as, at, au, av, aw, ax, ay, az, ba, bb, bc, bd, be, bf, bg, bh, bi, bj, bk, bl, bm, bn, bo, bp, bq, br, bs, bt, bu, bv, bw, bx, by, bz, ca, cb, cc, cd, ce, cf, cg, ch, ci, cj, ck, cl, cm, cn, co, cp, cq, cr, cs, ct, cu, cv, cw, cx, cy, cz, da, db, dc, dd, de, df, dg, dh, di, dj, dk, dl, dm, dn, do, dp, dq, dr, ds, dt, du, dv, dw, dx, dy, dz, ea, eb, ec, ed, ee, ef, eg, eh, ei, ej, ek, el, em, en, eo, ep, eq, er, es, et, eu, ev, ew, ex, ey, ez, fa, fb, fc, fd, fe, ff, fg, fh, fi, fj, fk, fl, fm, fn, fo, fp, fq, fr, fs, ft, fu, fv, fw, fx, fy, fz, ga, gb, gc, gd, ge, gf, gh, gi, gj, gk, gl, gm, gn, go, gp, gq, gr, gs, gt, gu, gv, gw, gx, gy, gz, ha, hb, hc, hd, he, hf, hg, hh, hi, hj, hk, hl, hm, hn, ho, hp, hq, hr, hs, ht, hu, hv, hw, hx, hy, hz, ia, ib, ic, id, ie, if, ig, ih, ii, ij, ik, il, im, in, io, ip, iq, ir, is, it, iu, iv, iw, ix, iy, iz, ja, jb, jc, jd, je, jf, jg, jh, ji, jj, jk, jl, jm, jn, jo, jp, jq, jr, js, jt, ju, jv, jw, jx, jy, jz, ka, kb, kc, kd, ke, kf, kg, kh, ki, kj, kk, kl, km, kn, ko, kp, kq, kr, ks, kt, ku, kv, kw, kx, ky, kz, la, lb, lc, ld, le, lf, lg, lh, li, lj, lk, ll, lm, ln, lo, lp, lq, lr, ls, lt, lu, lv, lw, lx, ly, lz, ma, mb, mc, md, me, mf, mg, mh, mi, mj, mk, ml, mm, mn, mo, mp, mq, mr, ms, mt, mu, mv, mw, mx, my, mz, na, nb, nc, nd, ne, nf, ng, nh, ni, nj, nk, nl, nm, nn, no, np, nq, nr, ns, nt, nu, nv, nw, nx, ny, nz, oa, ob, oc, od, oe, of, og, oh, oi, oj, ok, ol, om, on, oo, op, oq, or, os, ot, ou, ov, ow, ox, oy, oz, pa, pb, pc, pd, pe, pf, pg, ph, pi, pj, pk, pl, pm, pn, po, pp, pq, pr, ps, pt, pu, pv, pw, px, py, pz, qa, qb, qc, qd, qe, qf, qg, qh, qi, qj, qk, ql, qm, qn, qo, qp, qq, qr, qs, qt, qu, qv, qw, qx, qy, qz, ra, rb, rc, rd, re, rf, rg, rh, ri, rj, rk, rl, rm, rn, ro, rp, rq, rr, rs, rt, ru, rv, rw, rx, ry, rz, sa, sb, sc, sd, se, sf, sg, sh, si, sj, sk, sl, sm, sn, so, sp, sq, sr, ss, st, su, sv, sw, sx, sy, sz, ta, tb, tc, td, te, tf, tg, th, ti, tj, tk, tl, tm, tn, to, tp, tq, tr, ts, tt, tu, tv, tw, tx, ty, tz, ua, ub, uc, ud, ue, uf, ug, uh, ui, uj, uk, ul, um, un, uo, up, uq, ur, us, ut, uu, uv, uw, ux, uy, uz, va, vb, vc, vd, ve, vf, vg, vh, vi, vj, vk, vl, vm, vn, vo, vp, vq, vr, vs, vt, vu, vv, vw, vx, vy, vz, wa, wb, wc, wd, we, wf, wg, wh, wi, wj, wk, wl, wm, wn, wo, wp, wq, wr, ws, wt, wu, wv, ww, wx, wy, wz, xa, xb, xc, xd, xe, xf, xg, xh, xi, xj, xk, xl, xm, xn, xo, xp, xq, xr, xs, xt, xu, xv, xw, xx, xy, xz, ya, yb, yc, yd, ye, yf, yg, yh, yi, yj, yk, yl, ym, yn, yo, yp, yq, yr, ys, yt, yu, yv, yw, yx, yy, yz, za, zb, zc, zd, ze, zf, zg, zh, zi, zj, zk, zl, zm, zn, zo, zp, zq, zr, zs, zt, zu, zv, zw, zx, zy, zz
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))

7. U.S. Energy, Inc., 4821 Atlantic Blvd, Jacksonville,
FL 32207
(Current mailing address)

8. Business consulting
(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: William R. Lewis

Office Address: 4821 Atlantic Blvd

JACKSONVILLE, Florida, 32207
(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 R. Lewis
(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: William R. Lewis
Address: 4821 Atlantic Blvd
JACKSONVILLE FL 32207

Vice Chairman: _____
Address: _____

Director: Terrence R. H. Gape
Address: P.O. Box F-42578 Chancery House
Freeport, Grand Bahamas The Bahamas

Director: _____
Address: _____

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

President: Terrence R. H. Gape
Address: P.O. Box F-42578 Chancery House
Freeport, Grand Bahamas The Bahamas

Vice President: _____
Address: _____

Secretary: Stephanie Ferguson
Address: P.O. Box F-42578 Chancery House
Freeport, Grand Bahamas The Bahamas

Treasurer: _____
Address: _____

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

13. William R. Lewis
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William R. Lewis
(Typed or printed name and capacity of person signing application)

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COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT (1990)

IBC 08

CERTIFICATE OF GOOD STANDING

(Section 11)

No. 40,399 B

U.S. ENERGY INC.

I, **STEPHAN J. SAUNDERS (MS.)**.....AG. ASSISTANT....., Registrar General of the
Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (continued) under the provision of the International Business Companies Act (No. 2 of 1990) on the **Thirteenth** day of **FEBRUARY, A. D., 19 96** as a Company No. 40399B of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections **102** and **103** of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet become effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal
at Freeport in the Common-
wealth of The Bahamas this
Twenty-seventh day of

SEPTEMBER, A. D., 1996

.....
Ag. Assistant

S. Saunders
REGISTRAR GENERAL

COMMONWEALTH OF THE BAHAMAS

IBC 05

THE INTERNATIONAL BUSINESS COMPANIES ACT (1990)

(Section 11)

CERTIFICATE OF INCORPORATION

(Change of Name)

US ENERGY, INC. (formerly GOLD MEDAL INTERNATIONAL, LTD.)

No. 40,399 B

I, STEPHANA J. SAUNDERS, AG. ASSISTANT, Registrar General of the Commonwealth of The Bahamas
DO HEREBY CERTIFY pursuant to the International Business Companies Act (No. 2 of 1990) that
US ENERGY, INC. _____ is incorporated in the Commonwealth of The Bahamas as an
International Business Company and that the former name of the said company was GOLD MEDAL INTERNATIONAL,
LTD. _____ which name has now been changed this ELEVENTH day of JULY, A.D., 1996
to US ENERGY, INC.

Given under my hand and seal
at Freeport in the Common-
wealth of The Bahamas.

S. Saunders
AG. ASST. / Registrar General

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