

F96000005997

TO: Qualification Tax Lien Section
Division of Corporations

SUBJECT: Envision Utility Software Corp.
(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:

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-11/15/96--01069--005
*****70.00 *****70.00

Peter J. Kelly, Esq.

(Name of Person)

Shackleford, Farrior, Stallings & Evans, P.A.

(Firm/Company)

P.O. Box 3324

(Address)

Tampa, FL 33601

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Peter J. Kelly

(Name of Person)

at (813) 273-5196

(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 TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Envision Utility Software 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. New Mexico
(State or country under the law of which it is incorporated)
3. 850388107
(FEI number, if applicable)
4. November 21, 1990
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Nov. 96
(Date first transacted business in Florida. (See sections 607.1801, 607.1802 and 617.188, F.S.))
7. Suite 2110, One Progress Plaza
St. Petersburg, FL 33701
(Current mailing address)
8. Software Sales
(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: Peter J. Kelly
Office Address: 501 E. Kennedy Blvd., Ste. 1400
Tampa, Florida, 33602
(Zip Code)

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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.


(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: W.W. Burnett
Address: 888 Burnett Ranch Road
Wimberly, TX 78676

Vice Chairman: William F. Marshon
Address: 202 Burro Ave.
Cloudcroft, N.M. 88317

Director: Malcolm P. Dalton
Address: Navajo Tribal Utility Authority
Highway 12, Ft. Defiance, AZ 86504

Director: Bennie Fuelberg
Address: 200 Avenue F
Johnson City, TX 78636

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

President: W.W. Burnett
Address: 888 Burnett Ranch Road
Wimberly, TX 78676

Vice President: _____
Address: _____

Secretary: Malcolm P. Dalton
Address: Navajo Tribal Utility Authority
Highway 12, Ft. Defiance, AZ 86504

Treasurer: Bennie Fuelberg
Address: 200 Ave. F., Johnson City, TX 78636

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

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

14. Bennie Fuelberg, Secretary - Envision Utility Software Corporation
(Typed or printed name and capacity of person signing application)

STATE OF NEW MEXICO



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TALLAHASSEE, FLORIDA

OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:
ENVISION UTILITY SOFTWARE CORPORATION

1502277

a corporation organized under the laws of
NEW MEXICO

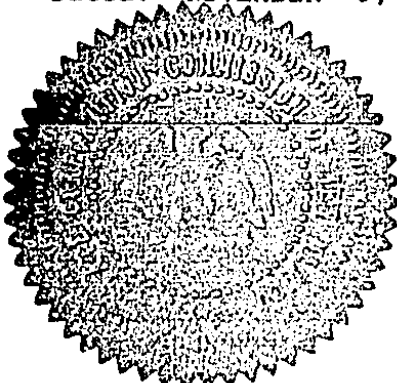
is duly authorized to transact business in New Mexico, as
a Domestic Profit corporation, under the
BUSINESS CORPORATION ACT

(53-11-1 to 53-18-12 NMSA 1978)

having filed its Articles of Incorporation NOVEMBER 21, 1990
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State
Corporation Commission, which have been assessed against the
aforesaid corporation, have been paid to date and aforesaid
corporation is in corporate good standing and duly authorized
to transact business as its corporate existence has not been
revoked in New Mexico. This Certificate is not to be construed
as an endorsement, recommendation or notice of approval of the
corporation's financial condition or business activities and
practices. This Certificate of Good Standing and Compliance
expires MARCH 15, 1998

Dated: NOVEMBER 8, 1996



In Testimony Whereof, the State Corporation
Commission of the State of New Mexico has
caused this certificate to be signed by its
Chairman and the Seal of said Commission to be
affixed at the City of Santa Fe

Gloria Iristani

Chairman

Glenn H. Schaefer

Director