

F96000006290

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MPP CO., INC. DBA MARINE PROTECTION PLUS
(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:

DONNA RASCO

(Name of Person)

MPP CO., INC. DBA MARINE PROTECTION PLUS

(Firm/Company)

8500 SHAWNEE MISSION PKWY #210

(Address)

MERRIAM, KS. 66202

(City/State/Zip)

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

DONNA RASCO OR TIMOTHY KELLEY

(Name of Person)

at (800) 747-4400

(Area Code & Daytime Telephone Number)

added "Enc." per Ms. Rasco
by phone 12/5/96

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State


RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DANIEL K. MATTOX, do hereby certify
that this Resolution of the Board of Directors of MPP CO., INC.

a corporation duly organized and existing under the laws of the State of KANSAS,
was duly adopted on NOVEMBER 8, 19 96.

Resolved, that MPP CO., INC., organized
and existing in the State of KANSAS, hereby adopts the
name MARINE PROTECTION PLUS, INC.
for use in Florida.

Dated: NOVEMBER 8, 1996


Signature of at least one director

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INHS19(3/95)

**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. MPP CO., 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. KANSAS

(State or country under the law of which it is incorporated)

3. 48-0882412

(FBI number, if applicable)

4. 7-7-78

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. POSSIBLY IN 1997

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. PO BOX 634

SHAWNEE MISSION, KS. 66201

(Current mailing address)

8. INSURANCE AGENCY

(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 CORP. SYSTEM

Office Address: 1200 S. PINE ISLAND ROAD

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.

(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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ACCEPTANCE OF APPOINTMENT

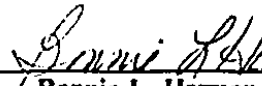
RE: MPP CO., INC

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 8, 1996

C T CORPORATION SYSTEM

By


Bonnie L. Harmon,
Assistant Secretary

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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: CECIL L. VAN TUYL

Address: 17250 KNOLL TRAIL #708 DALLAS, TX. 75248

Vice Chairman: DANIEL K. MATTOX

Address: 8005 HASKINS

LENEXA, KS. 66215

Director: ROBERT J. HOLCOMB

Address: 9219 SLATER

OVERLAND PARK, KS. 66212

Director: _____

Address: _____

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

President: CECIL L. VAN TUYL

Address: 17250 KNOLL TRAIL #708

DALLAS, TX. 75248

Vice President: DANIEL K. MATTOX

Address: 8005 HASKINS

LENEXA, KS. 66215

Secretary: ROBERT J. HOLCOMB

Address: 9219 SLATER

OVERLAND PARK, KS. 66212

Treasurer: ROBERT J. HOLCOMB

Address: 9219 SLATER OVERLAND PARK, KS. 66212

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. DANIEL K. MATTOX, VICE-PRESIDENT
(Typed or printed name and capacity of person signing application)

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STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

MPP CO., INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 7th day of July, A.D. 1978 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
14th day of November, A.D. 1996



RON THORNBURGH
SECRETARY OF STATE

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