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CSC networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 178277 158218A

AUTHORIZATION :

COST LIMIT : *Prepaid*

ORDER DATE : December 6, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 178277-005

CUSTOMER NO: 158218A

CUSTOMER: Mr. John A. Brush
Forcenergy Gas Exploration Inc
Suite 800
2730 S. W. Third Avenue
Miami, FL 33129

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 AM 10:17

mtu
12/11

W96-25638
500002022075-7
-12/06/96-01011-017
*****78.75 *****78.75

RESUBMIT

Please give original
submission date as file date.

FOREIGN FILINGS

NAME: FORCENERGY INTERNATIONAL INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

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DIVISION OF CORPORATIONS
RECEIVED
96 DEC -6 PM 1:10



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

CSC

SUBJECT: FORCENERGY INTERNATIONAL INC.
Ref. Number: W96000025638

RESUBMIT
Please give original
submission date as file date.

We have received your Document for FORCENERGY INTERNATIONAL INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 096A00054820

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**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. Forconergy International 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. Delaware 3. 65-0682697
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 9, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 14, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 2730 S.W. 3rd Avenue, Suite 800
Miami, Florida 33129
(Current mailing address)
8. Oil and Gas Exploration, Development and Production
(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: Corporation Services Company

Office Address: 1201 Hays Street

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.

By: Richard W. Skipper, 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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert Issel

Address: 2730 S.W. 3rd Avenue, Suite 800
Miami, Florida 33129

Director: Stig Wannerstrom

Address: 2730 S.W. 3rd Avenue, Suite 800
Miami, Florida 33129

B. OFFICERS

President: Stig Wannerstrom

Address: 2730 S.W. 3rd Avenue, Suite 800
Miami, Florida 33129

Vice President: J. Russell Porter

Address: 2730 S.W. 3rd Avenue, Suite 800
Miami, Florida 33129

Secretary: John A. Brush

Address: 2730 S.W. 3rd Avenue, Suite 800
Miami, Florida 33129

Treasurer: E. Joseph Grady

Address: 2730 S.W. 3rd Avenue, Suite 800
Miami, Florida 33129

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

13.

John A. Brush 12-2-96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

John A. Brush - Vice President & Secretary
(Typed or printed name and capacity of person signing application)

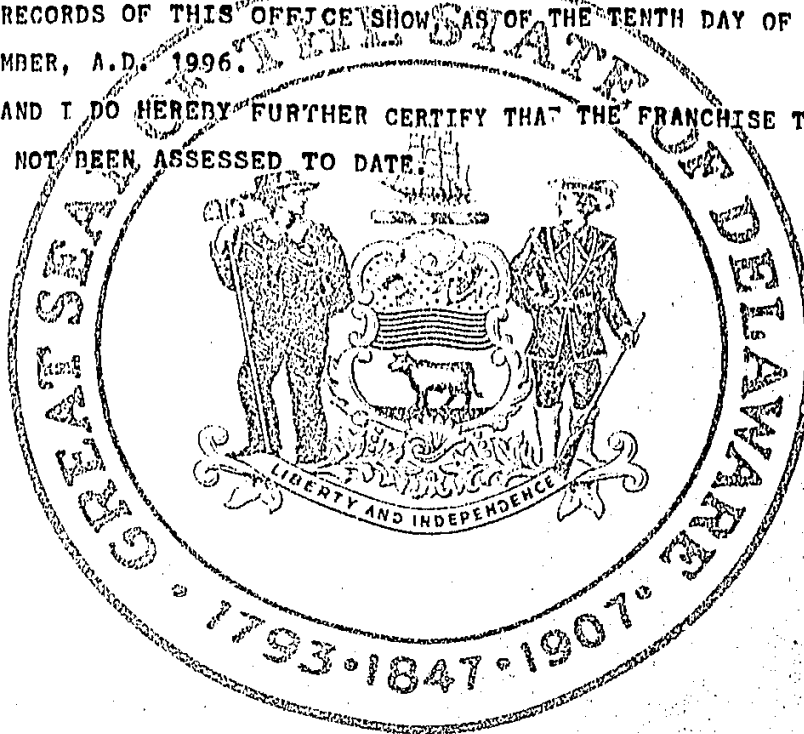
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FORCENERGY INTERNATIONAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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960360363

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8229796

12-10-96