

F96000006678

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

5000002022955--0
-12/03/96--01002--001
*****70.00 *****70.00

SUBJECT: Westar Corporation
(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:

W96-25706

Annette M. Aerts
(Name of Person)

Westar Corporation
(Firm/Company)

6808 Academy Pkwy East, NE C-3
(Address)

Albuquerque NM 87109
(City/State/Zip)

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

Annette M. Aerts at (505) 345-6291
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

ANNETTE M. AERTS
WESTAR CORPORATION
6808 ACADEMY PKWY EAST, NE C-3
ALBUQUERQUE, NM 87109

SUBJECT: WESTAR CORPORATION
Ref. Number: W96000025706

We have received your document for **WESTAR CORPORATION** and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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 note that we are returning your certified copy, as it is not the same as the certificate we require. The certificate of existence is a single page and states the current status of the corporation.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 596A00054916



16 December 1996

Florida Department of State
Division of Corporations
Attn: Lee Rivers
P.O. Box 6327
Tallahassee, FL 32314

Attention: Lee Rivers, Document Examiner

Subject: Registration of Westar Corporation in the State of Florida

References: 1. Your letter 596A00054916
2. 13 December 1996 telephone conversation Jennifer of your office

Westar Corporation is returning the following documents in accordance with the instructions contained in the referenced letter:

1. Resolution of Westar Board of Directors adopting a name for use in Florida; and
2. Certificate of Good Standing and Compliance issued by the State of New Mexico State Corporation Commission.

Westar Corporation is interesting in obtaining the use of the name "Westar Corporation" for use in Florida once the time limit has expired for the current, inactive name-holder. Please advise us as to the proper procedures required to accomplish this.

Should you need any additional information or if you have any questions, please do not hesitate to call me at (505) 345-9524. Thank you for your assistance.

Sincerely,

WESTAR CORPORATION

By: _____

PETER F. DINEEN
Vice President
Finance, Contracts & Administration

Attachments - as stated

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOE I. DURANT, do hereby certify
(Name)

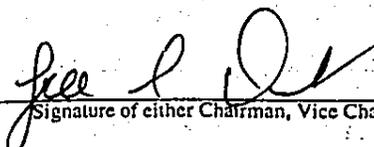
that this Resolution of the Board of Directors of _____
WESTAR CORPORATION
(Corporate Name)

a corporation duly organized and existing under the laws of the State of NEW MEXICO,
was duly adopted on 16 DECEMBER, 19 96.

Be it resolved, that WESTAR CORPORATION,
(Corporate Name)

organized and existing in the State of NEW MEXICO, hereby adopts the name
WESTAR CORPORATION OF NEW MEXICO for use in Florida

Dated: 16 DECEMBER 1996



Signature of either Chairman, Vice Chairman or any officer

JOE I. DURANT
CHAIRMAN, WESTAR CORPORATION BOARD OF DIRECTORS
Type or print name

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ORIGINAL

**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. Westar 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 3. 85-0341354
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. January 13, 1986 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 28 October 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6808 Academy Pkwy East, NE C-3
Albuquerque, NM 87109
(Current mailing address)

8. Engineering Services
(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 acceptable)

Name: Dean Meyeraan

Office Address: 3502 Henderson Blvd, Suite M

Tampa, Florida, 33609
(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.

Dean Meyeraan
(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: JOE I. DURANT

Address: TORRENCE COUNTY ROAD A080 #594
MCINTOSH, NM 87106

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Joe I. Durant

Address: Torrence County Road A080 #594
McIntosh, NM 87106

Vice President: _____

Address: _____

Secretary: Peter F. Dineen

Address: 3209 Casa Bonita NE
Albuquerque, NM 87111

Treasurer: Stephen R. Cox

Address: 1433 Bonito Suenos NW
Albuquerque, NM 87107

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

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

14. PETER F. DINEEN, CORPORATE SECRETARY
(Typed or printed name and capacity of person signing application)

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STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

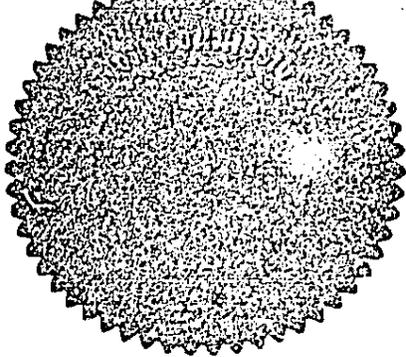
IT IS HEREBY CERTIFIED that:
WESTAR CORPORATION

1292895
a corporation organized under the laws of
NEW MEXICO
is duly authorized to transact business in New Mexico,
a Domestic Profit corporation, under the
BUSINESS CORPORATION ACT
(53-11-1 to 53-18-12 NMSA 1978)

having filed its Articles of Incorporation JANUARY 13, 1986
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: **DECEMBER 13, 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 Iustani
Chairman
[Signature]
Director

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