



F97000005625

ACCOUNT NO. : 072100000032

REFERENCE : 573731 7138331

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 22, 1997

ORDER TIME : 11:14 AM

ORDER NO. : 573731-005

400002327114--7
-10/22/97--01079--015
*****70.00 *****70.00

CUSTOMER NO: 7138331

CUSTOMER: Mr. Michael R. Schipper
Green Construction & Mining
Quorum Business Center, Bldg.1
666 South Military Trail
Deerfield Beach, FL 33442

W97-24050

FOREIGN FILINGS

NAME: SMS CONSTRUCTION CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

10/24
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 2:23

Name conflict
685953
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97 OCT 22 PM 12:14
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 22, 1997

CSC

SUBJECT: SMS CONSTRUCTION CORPORATION
Ref. Number: W97000024050

RESUBMIT

Please give original
submission date as file date.

We have received your document for SMS CONSTRUCTION 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 unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name 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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 597A0005152

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 23, 1997

CSC

SUBJECT: SMS CONSTRUCTION CORPORATION
Ref. Number: W97000024050

573731
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The name that you have adopted, SMS HOLDINGS INC., is also not available.
Please adopt another name.

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
(850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 397A00051760

RESUBMIT
Please give original
submission date as file date.

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DIVISION OF CORPORATIONS

JTCG

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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SECRETARY OF STATE
OFFICIAL RECORDS
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I, the undersigned Michael R. Schipper, do hereby certify
(Name)

that this Resolution of the Board of Directors of SMS Construction Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on October 21, 19 97

Be it resolved, that SMS Construction Corporation,
(Corporate Name)

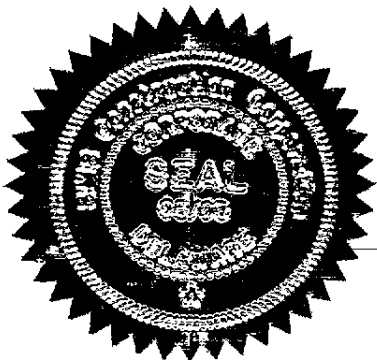
organized and existing in the State of Delaware, hereby adopts the name

SMS - Green Holdings, Inc. for use in Florida.

Dated: October 21, 1997

Michael R. Schipper, V.P.
Signature of either: Chairman, Vice Chairman or any officer

Michael R. Schipper, Vice President/Sec/Treasurer
Type or print name



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. SMS Construction 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. Delaware

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

3. 84-1233243

(FEI number, if applicable)

4. May 24, 1993

(Date of Incorporation)

5. Perpetual

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

6. November 1, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 666 S. Military Trail

Deerfield Beach, FL 33442

(Current mailing address)

8.

Main office for overseas construction & mining company

(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: Corporation Service 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: Corporation Service Company
[Signature]
(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: Randolph N. Reynolds

Address: 666 S. Military Trail
Deerfield Beach, FL 33442

Vice Chairman: N/A

Address: _____

Director: William G. Scott

Address: 666 S. Military Trail
Deerfield Beach, FL 33442

Director: Michael R. Schipper

Address: 666 S. Military Trail
Deerfield Beach, FL 33442

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

President: William G. Scott

Address: 666 S. Military Trail
Deerfield Beach, FL 33442

Vice President: Michael R. Schipper

Address: 666 S. Military Trail
Deerfield Beach, FL 33442

Secretary: Michael R. Schipper

Address: 666 S. Military Trail
Deerfield Beach, FL 33442

Treasurer: Michael R. Schipper

Address: 666 S. Military Trail
Deerfield Beach, FL 33442

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. _____

Michael R. Schipper, Vice President - Finance & Administration

(Typed or printed name and capacity of person signing application)

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 OCT 22 PM 2:23

**SMS CONSTRUCTION CORPORATION
ADDITIONAL OFFICERS**

WILLIAM G. MCPHERSON
VICE PRESIDENT
666 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442

LARRY HAWKINS
VICE PRESIDENT
666 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442

JAMES J. WRIGHT
ASSISTANT TREASURER
666 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442

JOHN C. L. GUYER
ASSISTANT SECRETARY
666 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442

**SMS CONSTRUCTION CORPORATION
ADDITIONAL DIRECTORS**

LARRY HAWKINS
666 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442

LARRY J. GRACE
666 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442

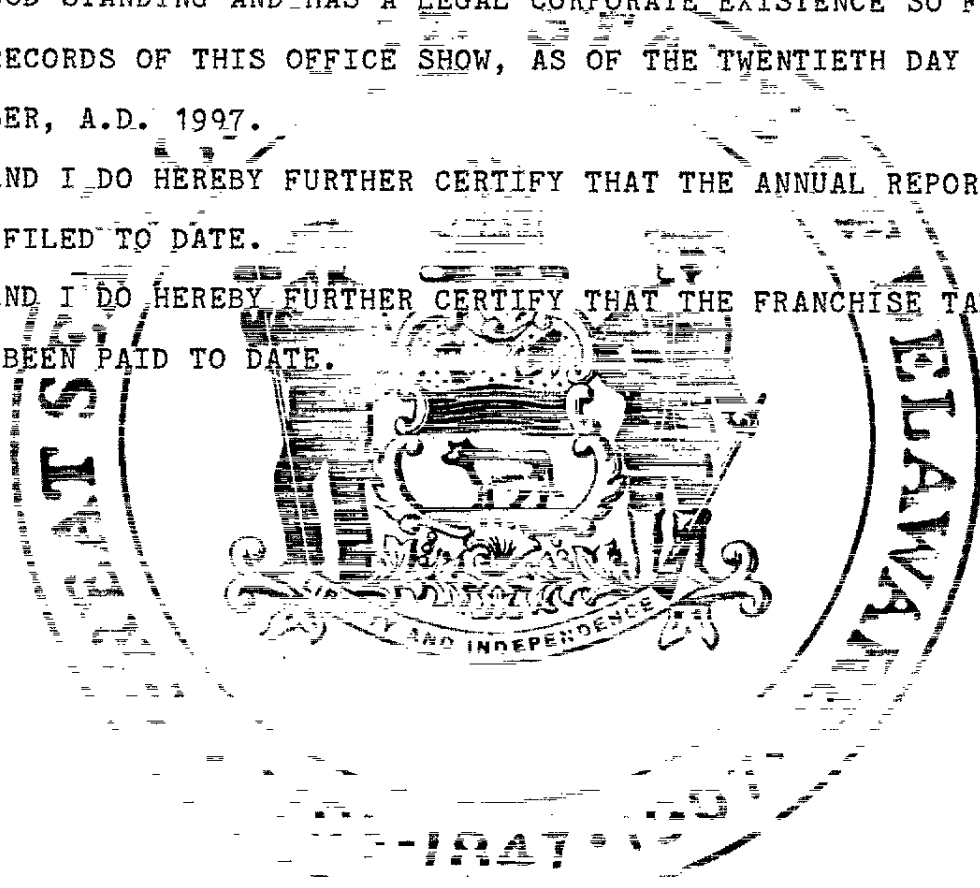
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SECRETARY OF STATE
JANUARY 15 1997
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMS CONSTRUCTION CORPORATION" 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 TWENTIETH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 2:24



Edward J. Freel

Edward J. Freel, Secretary of State

2337426 8300

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AUTHENTICATION: 8711350

DATE: 10-20-97