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ACCOUNT NO. : 072100000032

REFERENCE : 591797 4304394

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 70.00

ORDER DATE : November 6, 1997

ORDER TIME : 9:05 AM

ORDER NO. : 591797-090

CUSTOMER NO: 4304394

CUSTOMER: Ms. Carrie Richards  
Mayer, Brown & Platt  
190 South La Salle St.

Chicago, IL 60603

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FOREIGN FILINGS

NAME: BELMONT CORPORATION

000002344040--7

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

RECEIVED  
97 NOV 12 AM 8:26  
THE SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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. Belmont 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. Maryland 3. 74-2812672  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Feb. 6, 1997 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon Filing  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2707 N. Loop West, Ste 950  
Houston, TX 77008-1089  
(Current mailing address)
8. Any and all purposes for which foreign corporations may be qualified in Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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**9. Name and street address of Florida registered agent:**

Name: Corporation Service Company  
Office Address: 1201 Hays Street, Suite 105  
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  
Michael Brown, R. L. Jacobs  
(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:

A. DIRECTORS

DIRECTOR Jeffrey A. Klopff

Address: 125 LINCOLN AVENUE  
SANTA FE, NM 87501

DIRECTOR : Walter M. Mischer, Jr.

Address: 2707 N. LOOP WEST, STE. 950  
HOUSTON, TX 77008-1089

Director: Patricia Will

Address: 2707 N. Loop West, Ste 950  
Houston, TX 77008-1089

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Patricia Will

Address: 2707 N. Loop West, Ste 950  
Houston, TX 77008-1089

Vice President: Jayson C. Cyr

& Treasurer  
Address: 7777 MARKET CENTER AVENUE  
EL PASO, TX 79912

Secretary: Jeffrey A. Klopff

Address: 125 LINCOLN AVENUE  
SANTA FE, NM 87501

Vice President: Pamela A. Porter

Address: 7670 S. Chester Street, Ste. 100  
Englewood, CO 80112

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. Patricia Will, President  
(Typed or printed name and capacity of person signing application)

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# STATE OF MARYLAND

579408

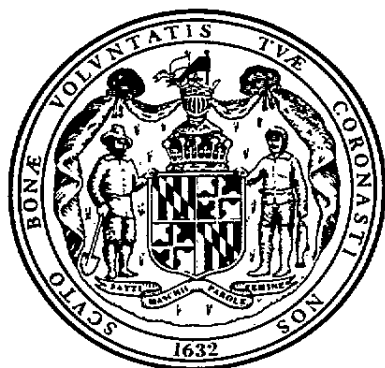
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BELMONT CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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DIVISION OF RECORDS  
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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 7TH DAY OF NOVEMBER, 1997.

*Jacqueline C. James*  
JACQUELINE C JAMES  
OFFICE SUPERVISOR I