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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cross Country Land Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-11/17/97--01063--002
*****70.00 *****70.00

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:

Larry Orth
(Name of Person)
Cross Country Land Services, Inc.
(Firm/Company)
10701 Corporate Dr #388
(Address)
Stafford, Tx 77477
(City/State/Zip)

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Upon registration, please send a letter of acknowledgment.
Should you need to call someone concerning this matter, please call:

Larry Orth at (214) 800-2854
(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

**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. Cross Country Land Services, 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. Texas

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

3. 76-0530854

(FEI number, if applicable)

4. March 13, 1997

(Date of incorporation)

5. Perpetual

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

6. September 7, 1997

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

7. 10701 Corporate Dr #388

Stafford, Tx 77477

(Current mailing address)

8. Engineering services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 SOUTH 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.

Victor Alfano
(Registered agent's signature) ASST. SECRETARY

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: Ben M. Stevenson

Address: 2 Rustling Winds
Montgomery, Texas 77356

Vice Chairman: _____

Address: _____

Director: Larry Orth

Address: 10142 Bridgegate Ct
Dallas, Texas 75243

Director: _____

Address: _____

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

President: James H Stevenson

Address: 2406 Chelston Ct
Sugar Land, Texas 77478

Vice President: Ed G. Crowston

Address: 8787 Icicle Road
Leavenworth, Washington 98826

Secretary: William M Stevenson

Address: 10415 Westedge Dr
Sugar Land, Texas 77478

Treasurer: _____

Address: _____

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

13. *James H Stevenson*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Larry Orth, Director
(Typed or printed name and capacity of person signing application)



The State of Texas

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IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CROSS COUNTRY LAND SERVICES, INC.
File No. 1437381-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 23, 1997.*





Antonio O. Garza, Jr.
Secretary of State

PH