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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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-12/03/97-01056-003
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SUBJECT: GENERAL CONTRACTING (USA) CO. LIMITED
(Name of corporation)

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:

W. GLENN DEMPSEY, ESQ.
(Name of Person)

505 South Flagler Drive, Suite 1330
(Firm/Company)

West Palm Beach, FL 33401
(Address)

(City, State and Zip Code)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

W. GLENN DEMPSEY, ESQ. at (561) 655 - 8980
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
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. GENERAL CONTRACTING (USA) CO. LIMITED
(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. England 3. 59-3476586
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 22, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 6827 North Orange Blossom Trail, Suite 2
Orlando, Florida 32860
(Current mailing address)

8. Manufacturing P.V.C. pipe and electrical products
(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: W. Glenn Dempsey, Esq.

Office Address: 505 South Flagler Drive, Suite 1330

West Palm Beach, Florida, 33401
(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.

L. [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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: CLIFFORD I. UPRIGHT

Address: New House
Atch Lench
Near Evesham
Worcestershire, United Kingdom WR11 5SP

Director: PATRICIA L. SMITH

Address: 14 Lee Close
Woodloes Park
Warwick
United Kingdom CV34 5FF

B. OFFICERS

President: CLIFFORD I. UPRIGHT

Address: Warwick House
Station Road
Kenilworth, Warwickshire
United Kingdom CV8 1JF

Vice President: JAMES ROBINSON

Address: 5520 Glades Cutoff Road
Ft. Pierce, Florida 34981

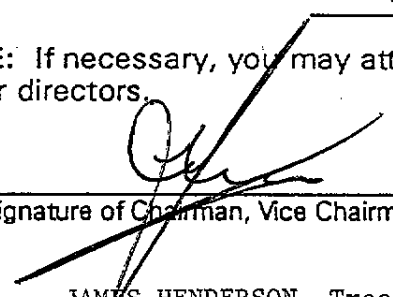
Secretary: PATRICIA L. SMITH

Address: Warwick House
Station Road
Kenilworth, Warwickshire
United Kingdom CV8 1JF

Treasurer: JAMES HENDERSON

Address: 6827 North Orange Blossom Trail, Suite 2
Orlando, Florida 32860

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. JAMES HENDERSON, Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA



THE COMPANIES ACT 1985

Company No. 3406495

The Registrar of Companies for England and Wales hereby certifies that

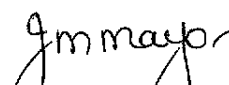
GENERAL CONTRACTING (USA) CO LIMITED (originally called **SHELFCO (NO. 1358) LIMITED** which name was changed by special resolution on 20th October 1997 to **GENERAL CONTRACTING (USA) CO LIMITED**) was incorporated under the Companies Act 1985 as a limited company on 22nd July 1997.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.*****

Given at Companies House, Cardiff, the 24th November 1997


MRS. J. M. MAYOR
for the Registrar of Companies

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LONDON