

F980000000466

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: American Building Group Inc
(Name of corporation - must include suffix)

300002365343--6
-12/08/97-01052-003
*****70.00 *****70.00

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:

W77-27354

Paul Van Keymeulen
(Name of Person)

American Building Group Inc
(Firm/Company)

P.O. Box 48203
(Address)

St. Petersburg, FL 33743
(City/State/Zip)

FILED
98 JAN 26 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Paul Van Keymeulen at (813) 398-7954
(Name of Person) (Area Code & Daytime Telephone Number)

4/12/97

COURIER ADDRESS:

Qualification/Tax Lien Section
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 8, 1997

PAUL VAN KEYMEULEN
AMERICAN BUILDING GROUP INC.
PO BOX 48203
ST PETERSBURG, FL 33743

SUBJECT: AMERICAN BUILDING GROUP INC.
Ref. Number: W97000027354

We have received your document for AMERICAN BUILDING GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please have an officer or director sign in section #13 of the application.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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 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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 997A00057779

**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 American Building Group 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 Nevada 3 59-3418314
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4 10-26-95 5 Perpetual
(Date of incorporation) (Duration. Year corp. will cease to exist or "perpetual")

6 2-1-98
(Date first transacted business in Florida) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7 17076 Dolphin Drive
North Redington Beach, FL 33708-1324
(Current mailing address)

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

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

Name Accounting & Tax Help Inc.
Office Address 8668 Park Blvd. Ste. A
Seminole, Florida, 33777
(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.

[Signature]
(Registered agent's signature) President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Paul Van Keymeulen

Address: 17076 Dolphin Drive

North Redington Beach, FL 33708

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

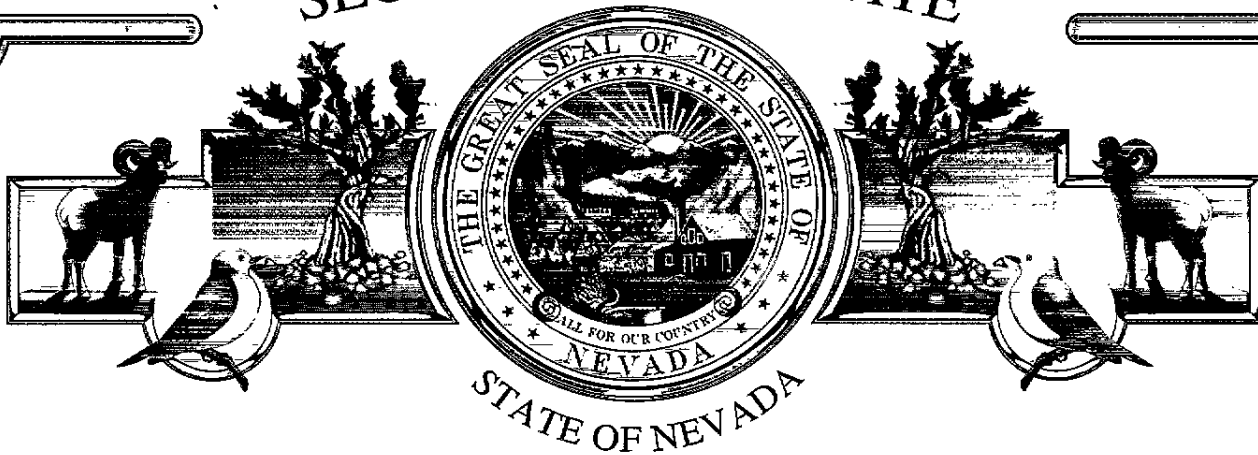
13. _____

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

14. Paul Van Keymeulen President

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AMERICAN BUILDING GROUP**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 26, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 16, 1998.



Dean Heller

Secretary of State

By

Vonnie D. Smith

Certification Clerk