

F98000000 1362

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: NWP, INC.  
(Name of corporation - must include suffix)

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:

W98-4238

SCOTT KOHN  
(Name of Person)

NWP, INC.  
(Firm/Company)

17780 FITCH STE # 185  
(Address)

IRVINE, CA 92714  
(City/State/Zip)

FILED  
90 MAR -9 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-03/11/98--01002--012

SCOTT KOHN  
(Name of Person)

at ( 714 ) 975-9977  
(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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 25, 1998

SCOTT KOHN  
NWP, INC.  
17780 FITCH #185  
IRVINE, CA 92714

SUBJECT: NWP, INC.  
Ref. Number: W98000004238

We have received your document for NWP, 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):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 498A00010726



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

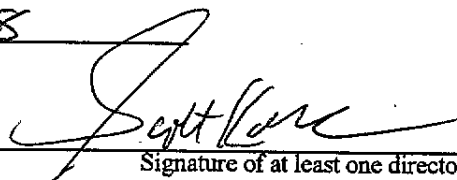
## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned SCOTT KOHN, do hereby certify  
that this Resolution of the Board of Directors of NWP, INC.

a corporation duly organized and existing under the laws of the State of CALIFORNIA,  
was duly adopted on MARCH 3RD, 19 98,

Resolved, that NWP, INC., organized  
and existing in the State of CALIFORNIA, hereby adopts the  
name MAGNA RIO, INC.  
for use in Florida.

Dated: 3/3/98

  
Signature of at least one director

INHS19(3/95)

**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. NWP, 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. CALIFORNIA

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

3. 33-0682980

(FEI number, if applicable)

4. 10/26/95

(Date of Incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 17780 FITCH ST. STE 185

IRVINE, CA 92714

(Current mailing address)

8. INTERNATIONAL TRADE

(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)

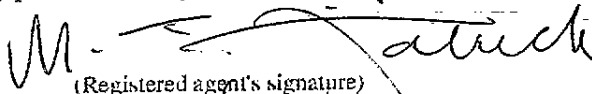
Name: CT CORPORATION SYSTEM

Office Address:

C/O CT CORPORATION SYSTEM  
1200 S. PINE ISLAND RD, 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.*



(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: SCOTT KOHN

Address: 17780 FITCH ST. STE 185

IRVINE, CA 92714

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President:

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

**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.

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

# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 26TH day of OCTOBER, 19 95,

NWP, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

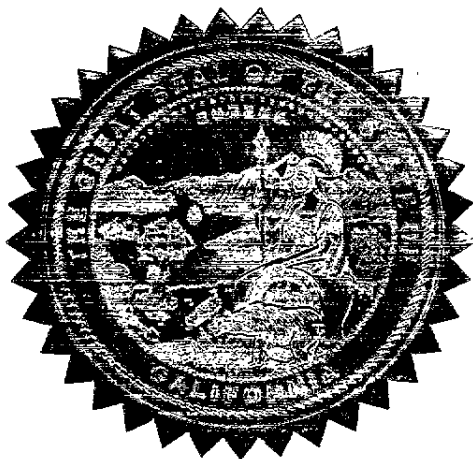
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of

FEBRUARY 11, 1998



*Bill Jones*

Secretary of State