



THE UNITED STATES
CORPORATION
COMPANY

F98000002996

ACCOUNT NO. : 072100000032

REFERENCE : 830873 7147954

AUTHORIZATION :

Patricia Piguit

COST LIMIT : \$ 70.00

ORDER DATE : May 26, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 830873-005

CUSTOMER NO: 7147954

CUSTOMER:

The Company Corporation (tcc)
1013 Centre Road

Wilmington, DE 19805-1297

800002536818--6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 MAY 27 PM 1:53
05/27

FOREIGN FILINGS

NAME: THE BRYAN GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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98 MAY 27 AM 11:21
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. THE BRYAN 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-26-98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON APPROVAL
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1836 Nestle DR.
Pensacola, FL 32534-9314
(Current mailing address)
8. MAIL ORDER
(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

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.

Russ G. Miller
(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: TERRY L. BRYAN
Address: 1836 Nestle DR.
PENSACOLA, FL. 32534
Vice Chairman: C. Susan BRYAN
Address: 1836 Nestle DR.
PENSACOLA, FL. 32534
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: TERRY L. BRYAN
Address: 1836 Nestle DR.
PENSACOLA, FL. 32534
Vice President: C. Susan BRYAN
Address: 1836 Nestle DR.
PENSACOLA, FL. 32534
Secretary: TERRY L. BRYAN
Address: 1836 Nestle DR.
PENSACOLA, FL. 32534
Treasurer: TERRY L. BRYAN
Address: 1836 Nestle DR.
PENSACOLA, FL. 32534

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

13. Terry L. Bryan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TERRY L. BRYAN, President
(Typed or printed name and capacity of person signing application)

RESOLUTION BY BOARD OF DIRECTORS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
98 MAY 27 PM 1:53I, the undersigned Terry L. Bryan, do

certify that this Resolution by Board of Directors

of The Bryan Group, Inc., a corporation duly organized and
existing under the laws of the State of Delaware,
was duly adopted on Feb. 26, 19 98.

RESOLVED, that, inasmuch as this corporation desires to
transact business in the State of Florida, and insasmuch as the
Board of Directors has been advised that the name of this
corporation is not available for corporate use in the State of
Florida, this corporation adopts the alternate name The Bryan Group USA, Inc.
for use in transacting
business in the State of Florida pursuant to Section 607.1506,
Florida Business Corporation Act; and

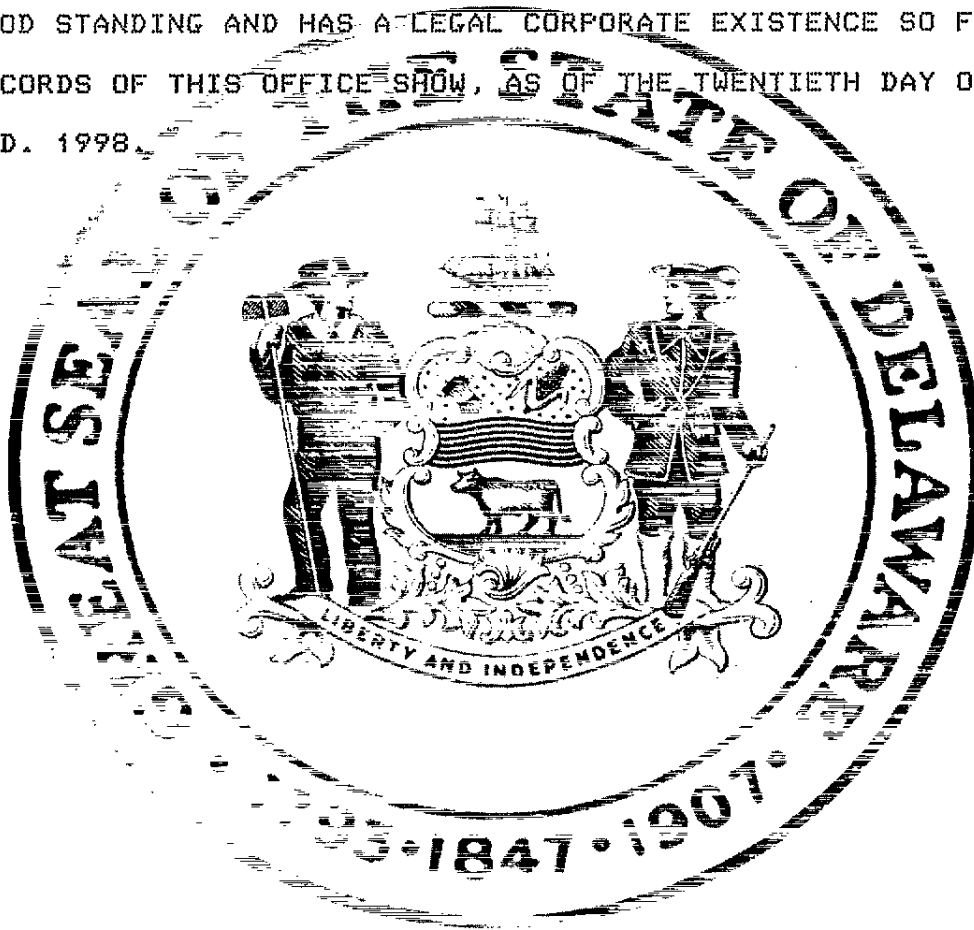
FURTHER RESOLVED, that the officers of the corporation
be and hereby are authorized and directed to cause any and all
required documents to be prepared, executed, and filed so that
this corporation may obtain a Certificate of Authority pursuant
to the Florida Business Corporation Act, and to cause this
corporation to use the said alternate name in the transaction of
business in the State of Florida.

Dated: April 8, 1998

Terry L. Bryan
Signature of Secretary

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BRYAN GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8982968
DATE: 03-20-98