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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Westward International, 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:

Karen Burgess

(Name of Person)

KCA, Inc.

(Firm/Company)

621 N. Bryan

(Address)

Ft. Collins, Colorado 80521-1605

(City/State/Zip)

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

Karen Burgess

(Name of Person)

at (970) 484-2906

(Area Code & Daytime Telephone Number)

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

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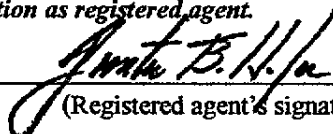
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Westward International, 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. Arizona 3. 86-0693231
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 17, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 15, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 621 N. Bryan, Ft. Collins, Colorado 80521-1605
(Current mailing address)
8. Purchasing
(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: Gunter B. Hafer
- Office Address: 14041 US Highway 1, Suite "C"
Juno Beach, Florida, 33408
(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.

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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: Gunter B. Hafer

Address: 14041 U.S. Highway 1, Suite "C"

Juno Beach, FL 33408

Vice Chairman: Hector Salas

Address: Calle Buenos Aires #1

Puerto Ordaz, Estado Bolivar, Venezuela

Director: Denise M. Andrews

Address: 1600 West First St.

Loveland, Co. 80537

Director: _____

Address: _____

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

President: Gunter B. Hafer

Address: 14041 US Highway 1, Suite "C"

Juno Beach FL 33408

Vice President: Hector Salas

Address: Calle Buenos Aires #1

Puerto Ordaz, Estado Bolivar, Venezuela

Secretary: Denise Andrews

Address: 1600 West 1st Street

Loveland CO 80537

Treasurer: Karen Burgess

Address: 621 N. Bryan

Ft. Collins CO 80521-1605

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. Karen Burgess, Treasurer

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

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STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****WESTWARD INTERNATIONAL, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on October 17, 1991.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 9th day of June, 1998, A. D.



Jack Rose
Executive Secretary

BY: *Patricia May*