



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 875365 7123111

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1998

ORDER TIME : 9:26 AM

ORDER NO. : 875365-005

CUSTOMER NO: 7123111

700002579957--1

CUSTOMER: Mr. Mark Fellon
Lvr Incorporated
75 W. 21 Street
P.O. Box 187
Northampton, PA 18067

W98-15254

FOREIGN FILINGS

NAME: LVR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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DIVISION OF CORPORATIONS
98 JUL -6 AM 11:02

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98 JUL -6 AM 9:47
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 6, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: LVR, INC.
Ref. Number: W98000015254

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

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.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00036038

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P. 002



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert P. Replogle, do hereby certify
that this Resolution of the Board of Directors of LVR, Inc.

a corporation duly organized and existing under the laws of the State of Pennsylvania
was duly adopted on July 6, 1998.

Resolved, that LVR, Inc., organized
and existing in the State of Pennsylvania, hereby adopts the
name LVR Refractories, Inc.
for use in Florida.

Dated: July 6, 1998

Signature of at least one director

DK3519(3/93)

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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. LVR, 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. PENNSYLVANIA
(State or country under the law of which it is incorporated)
3. 23-2016108
(FEI number, if applicable)
4. JANUARY , 1973
(Date of Incorporation)
5. ~~24 YEARS~~ "perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. Date Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 187, 75 West 21st Street
Northampton, PA 18067
(Current mailing address)
REFRACTORY SALES AND CONSTRUCTION
8. _____
(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 acceptable)


Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee , Florida , 32301
(Zip Code)

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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: Donald Peterson

Address: 2883 Birchwood Circle

Emmaus, PA 18049

Vice Chairman: _____

Address: _____

Director: Gary C. Peterson

Address: 3228 Flatrock Drive

Whitehall, PA 18052

Director: Robert P. Replogle

Address: 4752 Courtland Drive

Orefield, PA 18069

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

President: GARY C. PETERSON

Address: 3228 FLATROCK DRIVE

WHITEHALL, PA 18052

Vice President: ROBERT P. REPLOGLE

Address: 4752 COURTLAND DRIVE

OREFIELD, PA 18069

Secretary: ROBERT P. REPLOGLE

Address: 4752 COURTLAND DRIVE

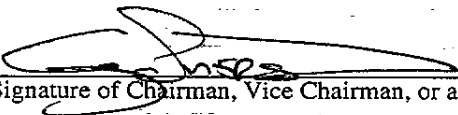
OREFIELD, PA 18069

Treasurer: ROBERT P. REPLOGLE

Address: 4752 COURTLAND DRIVE

OREFIELD, PA 18069

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. Gary C. Peterson - President, Director
(Typed or printed name and capacity of person signing application)

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 01, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

LVR, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

SSCH