

F98000003952

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Colonial Energy, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

600002585666
-07/10/98--01095--001
*****78.75 *****78.75

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:

Irvine C. Henderson
(Name of Person)
Colonial Energy, Inc.
(Firm/Company)
P.O. Box 576
(Address)
Savannah, Ga. 31402-0576
(City/State/Zip)

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

Irv Henderson at (912) 236-1331 Ext. 3088
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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STREET 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

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. Colonial Energy, 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. 58-2209516
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 19, 1995 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. P.O. Box 576
Savannah, Georgia 31402-0576
(Current mailing address)

8. Sale of natural gas and other energy products.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

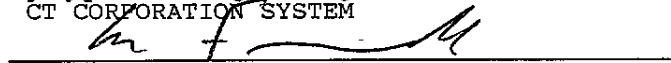
Plantation, Florida, 33324
(Zip code)

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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.

CT CORPORATION SYSTEM



(Registered agent's signature)

Allan p. Farnell, Asst. Secretary

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: R.H. Demere

Address: 101 N. Lathrop Ave.

Savannah, Ga. 31415

Vice Chairman: _____

Address: _____

Director: R.H. Demere, Jr.

Address: 101 N. Lathrop Ave.

Savannah, Ga. 31415

Director: F.A. Brown

Address: 101 N. Lathrop Ave.

Savannah, Ga. 31415

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

President: R.H. Demere, Jr.

Address: 101 N. Lathrop Ave.

Savannah, Ga. 31415

Vice President: F.A. Brown

Address: 101 N. Lathrop Ave.

Savannah, Ga. 31415

Secretary: S.B. Wimbish

Address: 101 N. Lathrop Ave.

Savannah, Ga. 31415

Treasurer: F.A. Brown

Address: 101 N. Lathrop Ave.

Savannah, Ga. 31415

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. F.A. Brown, Vice President

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

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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: S.B. Wimbish, Jr.
Address: 101 N. Lathrop Ave.
Savannah, GA. 31415

Director: B.M. Kelly
Address: 12011 Lee Jackson Hwy.
Fairfax, VA. 22033

Director: G.N. Ross
Address: 12011 Lee Jackson Hwy.
Fairfax, VA. 22033

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

Chairman: R.H. Demere
Address: 101 N. Lathrop Ave.
Savannah, GA. 31415

Vice
President: B.M. Kelly
Address: 12011 Lee Jackson Hwy.
Fairfax, VA. 22033

Vice
President: J.W. Getty
Address: 101 N. Lathrop Ave.
Savannah, GA. 31415

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLONIAL ENERGY, 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 TWENTY-SECOND DAY OF MAY, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9097064

DATE: 05-22-98