



THE UNITED STATES
CORPORATION
COMPANY

F980000004433

ACCOUNT NO. : 072100000032

REFERENCE : 914451 4304394

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : August 3, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 914451-015

CUSTOMER NO: 4304394

CUSTOMER: Carrie Richards, Legal Asst
Mayer, Brown & Platt
190 South La Salle St.
Suite 4000
Chicago, IL 60603

100002607481--4

FOREIGN FILINGS

NAME: HVI INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

RECEIVED
98 AUG -4 PM 4:10

DL 8/5/98

FILED
98 AUG -4 AM 8:15
RECEIVED
98 AUG -4 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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. HVI INCORPORATED
(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. (applied for)
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 20, 1998 5. Perpetual
(Date of Incorporation) (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. 125 Lincoln Avenue, Santa Fe, NM 87501

8. Any and all for which foreign corporations may be qualified.
(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: 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.

Corporation Service Company

By: Margaret Pike, Asst. Secretary
(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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98 AUG - 4 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LIST

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. Jeffrey A. Klopff, Senior Vice President and Secretary
(Typed or printed name and capacity of person signing application)

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96 AUG -4 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HVI INCORPORATED

Officers and Directors List

NAME	ADDRESS	OFFICE
David C. Dressler, Jr.	125 Lincoln Avenue, Santa Fe, NM 87501	President, Co-Chairman
Michael D. Cryan	200 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328	Co-Chairman
Robert J. Morse	200 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328	Managing Director
Robert C. Aldworth	200 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328	Senior Vice President and Chief Financial Officer
Gary A. DeLapp	200 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328	Senior Vice President
Bryan J. Flanagan	7777 Market Center Avenue, El Paso, TX 79912-8412	Senior Vice President
Laura L. Hamilton	125 Lincoln Avenue, Santa Fe, NM 87501	Senior Vice President
Robert E. Clark	7777 Market Center Avenue, El Paso, TX 79912-8412	Vice President
F. Joseph Rogers	7777 Market Center Avenue, El Paso, TX 79912-8412	Vice President
Mark W. Pearson	125 Lincoln Avenue, Santa Fe, NM 87501	Assistant Secretary
Jeffrey A. Klopff	125 Lincoln Avenue, Santa Fe, NM 87501	Senior Vice President and Secretary
Lucinda G. Marker	125 Lincoln Avenue, Santa Fe, NM 87501	Assistant Secretary
J. Michael Dugan	200 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328	Assistant Secretary
David C. Dressler	125 Lincoln Avenue, Santa Fe, NM 87501	DIRECTOR
Michael D. Cryan	200 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328	DIRECTOR
Taffy Bagley	125 Lincoln Avenue, Santa Fe, NM 87501	DIRECTOR

FILED
98 AUG -4 AM 8:16
SECRETARY OF STATE
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 "HVI INCORPORATED" 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 THIRD DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 AUG -4 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2922753 8300

981302558



9231971
08-03-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: