

F98000005563

STEVE HECTOR & DAVID LLP
Requestor's Name

215 SOUTH MONROE ST. - SUITE 601
Address

TALLAHASSEE 32301 222-2300
City/State/Zip Phone #

CONTACT - ELIZABETH

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PESCO PLUS, INC. 600002655296--2
-10/05/98--01047--009
****122.50 *****78.75
 (Corporation Name) (Document #)
2. _____ W98-22610
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 3:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 OCT -6 AM 8:38

mtu
10/6

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 98 OCT -5 AM 10:58

File 1st

Examiner's Initials	
---------------------	--



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 5, 1998

STEEL HECTOR & DAVIS LLP

SUBJECT: PESCO PLUS, INC.
Ref. Number: W98000022610

We have received your document for PESCO PLUS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office 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: 298A00049429

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 6 AM 8:38

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. PESCO Plus, 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
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. September 21, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of the Application for Authorization to Transact Business in Florida.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2929 Allen Parkway
Houston, Texas 77019
(Current mailing address)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 8:38

8. To engage in any lawful act or activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida under Florida Statutes.)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Victor Alfano
(Registered agent's signature) (Officer)

Victor Alfano, Asst. Secy.

(Type Name and Title of Officer)

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

Director ~~Chairman~~: Craig R. Rodby
Address: 2929 Allen Parkway
Houston, Texas 77019

Director ~~Vice Chairman~~: Bruce Abrams
Address: 2929 Allen Parkway
Houston, Texas 77019

Director: John E. Arant
Address: 2929 Allen Parkway
Houston, Texas 77019

Director: _____
Address: _____

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

President: SEE ATTACHED ADDENDUM A
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 8:38

Treasurer: _____

Address: _____

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

13. *Cynthia Toles*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CYNTHIA A. TOLES - SECRETARY
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
98 OCT -6 AM 8:38

ADDENDUM A

President & Chief Executive Officer: Craig R. Rodby
Address: 2929 Allen Parkway
Houston, Texas 77019

Vice President: Bruce R. Abrams
Address: 2929 Allen Parkway
Houston, Texas 77019

Vice President: John E. Arant
Address: 2929 Allen Parkway
Houston, Texas 77019

Vice President & Chief Financial Officer: Brent C. Nelson
Address: 2929 Allen Parkway
Houston, Texas 77019

Secretary: Cynthia A. Toles
Address: 2929 Allen Parkway
Houston, Texas 77019

Treasurer: Patrick E. Grady
Address: 2929 Allen Parkway
Houston, Texas 77019

Tax Officer: D. Lynne Walters
Address: 2929 Allen Parkway
Houston, Texas 77019

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 8:38

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PESCO PLUS, 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 SECOND DAY OF OCTOBER, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 8:38



Edward J. Freel

Edward J. Freel, Secretary of State

2946374 8300

981382025

AUTHENTICATION: 9334538

DATE: 10-02-98