

TULSA TRENCHLESS, INC.

HDD DRILL RIG SPECIALISTS

P.O. Box 880 Kiefer OK 74041-0880
(918) 321-3330 Fax (918) 321-3339

Email: Tultrench@aol.com

website: www.tultrenchless.com

F98 000005801

October 7, 1998

TRANSMITTAL LETTER

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

100002665621--4
-10/16/98--01075--002
*****78.75 *****78.75

SUBJECT: Tulsa Trenchless Inc.

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:

Jim R. Bohanon, CFO
Tulsa Trenchless Inc.
4457 W. 151st St. South
P.O. Box 880
Kiefer, OK 74041-0880

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

Jim R. Bohanon at (918) 321-3330

Yours faithfully,


pp. Jim R. Bohanon

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TALLAHASSEE, FLORIDA



**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. TULSA TRENCHLESS 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. OKLAHOMA 3. 73-1546780
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 17, 1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Future - possibly October 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4457 W. 151ST ST. SOUTH, P.O. Box 880
Kiefer, OK 74041-0880
(Current mailing address)

8. General business including assembly and sale of horizontal drilling rigs and components.
(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: Mr. Will Knoll

Office Address: 14255-3 Gamma Drive

Ft Myers, Florida, 33912
(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.

Will Knoll x
(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: JAMES D. Young

Address: 4457 W. 151ST ST. SOUTH
Kiefer, OK 74041

Vice Chairman: Ray E. Clayton

Address: 11009 S. Grant
Tulsa, OK 74137

Director: Lynne M. Young

Address: 4457 W. 151ST ST. SOUTH
Kiefer, OK 74041

Director: Will Knell

Address: 5010 S.W. 11TH CT.

CAPE CORRAL, FL 33914

JAMES R. BOHANON

12905 S. 245TH E AVE

COWETA, OK 74429

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

President: JAMES D. Young

Address: 4457 W. 151ST ST. SOUTH
Kiefer, OK 74041

Vice President: Ray E. Clayton

Address: 11009 S. GRANT
TULSA, OK 74137

Secretary: Lynne M. Young

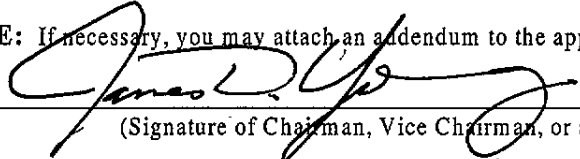
Address: 4457 W. 151ST ST. SOUTH
KIEFER, OK 74041

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. JAMES D. YOUNG, President
(Typed or printed name and capacity of person signing application)

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of corporations to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that TULSA TRENCHLESS INC.

whose registered agent is James D Young
with its registered office at 4457 West 151st Street, Kiefer, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this
5th day of October, 1998

Sam Cole

Secretary of State

By:

Joetta Larney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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