

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Surpas Resource Corporation
(Name of corporation - must include suffix)

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:

Jon P. Badger

(Name of Person)

Surpas Resource Corporation

(Firm/Company)

10000 Richmond Avenue, #150

(Address)

Houston, Texas 77042

(City/State/Zip)

100002495631--9
-04/21/98--01077--002
***78.75 ***78.75

W98-8947

p. 598

100002495631--8
-10/30/98--01028--001
***3515.00 ***3515.00

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

Matthew Probus

(Name of Person)

at (713) 975-1220

(Area Code & Daytime Telephone Number)

COURIER 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 30 AM 11:48

FILED

W410/30



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1998

JON P. BADGER
SURPAS RESOURCE CORPORATION
10000 RICHMOND AVENUE #150
HOUSTON, TX 77042

SUBJECT: SURPAS RESOURCE CORPORATION
Ref. Number: W98000008947

We have received your document for SURPAS RESOURCE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3,515.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 798A00021626



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

(2nd)

June 11, 1998

JON P. BADGER, PRESIDENT
SURPAS RESOURCE CORPORATION
10000 RICHMOND AVENUE #150
HOUSTON, TX 77042

SUBJECT: SURPAS RESOURCE CORPORATION
Ref. Number: W98000008947

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SURPAS RESOURCE CORPORATION.

The referenced application states that the corporation has transacted business in the State of Florida since . You were notified by letter dated , that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$3515.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Lee Rivers
Document Specialist Letter No. 898A00032797

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 24, 1998

3rd

JON P. BADGER
SURPAS RESOURCE CORPORATION
10000 RICHMOND AVENUE #150
HOUSTON, TX 77042

SUBJECT: SURPAS RESOURCE CORPORATION
Ref. Number: W98000008947

CERTIFIED MAIL #P 348 067 146 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of SURPAS RESOURCE CORPORATION to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by SURPAS RESOURCE CORPORATION for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$3515.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 798A00043750

Law Offices of
MATTHEW B. PROBUS*
Attorney at Law

888 WEST SAM HOUSTON PARKWAY SOUTH
SUITE 120
HOUSTON, TEXAS 77042

Telephone (713) 975-1220
Facsimile (713) 975-1202

RECEIVED

OCT 28 1998

Office of General Counsel
Department of State

*Licensed in the State of Texas and in
the Commonwealth of Massachusetts

October 27, 1998

VIA FEDERAL EXPRESS

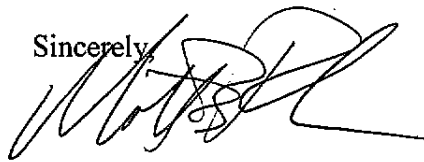
Gerart T. York, Esq.
Assistant Attorney General
Department of State
LL10 - The Capitol
Tallahassee, FL 32399-0250

RE: Surpas Resource Corporation; Fees and Penalties for Foreign Corporation
Reinstatement.

Dear Mr. York:

Enclosed please find a check in the amount of \$3,515.00 to cover the fees and penalties necessary for reinstatement of Surpas' authorization to conduct business as a foreign corporation in Florida.

Sincerely,



Matthew B. Probus

Enclosure

FLORIDA DEPARTMENT OF STATE
Office of the Secretary
Office of International Relations
Division of Administrative Services
Division of Corporations
Division of Cultural Affairs



MEMBER OF THE FLORIDA CABINET
Division of Library & Information Services
Division of Historical Resources
Ringling Museum of Art
Division of Licensing
Division of Elections

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

16 October 1998

Jon P. Badger
Surpas Resource Corporation
10000 Richmond Avenue, #150
Houston, Texas 77042

RE: Statutory Fees & Penalties

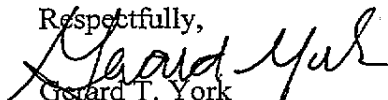
Dear Mr. Badger:

This office has received information that Surpas Resource Corporation has been involved in unauthorized business activities in the State of Florida.

As of the date above, the total amount of penalties owed by this corporation is \$3515.00. These fees are pursuant to section 607.1502, Florida Statutes. If litigation is necessary to collect these penalties, the corporation may also be liable for additional fees and costs associated with filing suit.

If you wish to resolve this matter, please direct your payment to my attention at the address below. If I have not received payment within thirty days, I will assume that you are not willing to resolve this matter without litigation and will proceed accordingly. If you have any questions regarding this correspondence, you may contact me at 850/414-5536.

Respectfully,


Gerard T. York
Assistant General Counsel

GTY/gty
Enclosure



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 29, 1998

RE: Surpas Resource Corporation, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1995 of \$515.00 and foreign non-qualified penalties of \$ 3000.00 assessed at the statutory maximum of \$1000.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

FILED
98 OCT 30 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

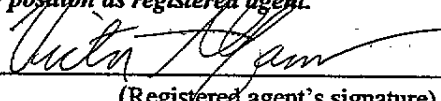
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Surpas Resource Corporation
(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. Texas 3. 76-0184849
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/20/86 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 4/25/95
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10000 Richmond Avenue, #150
Houston, Texas 77042
(Current mailing address)
8. Collection of delinquent consumer accounts.
(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 accepted)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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98 OCT 30 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: Richard C. Badger

Address: 10000 Richmond Avenue, #150, Houston, Texas 77042

Vice Chairman: N/A

Address: N/A

Director: Peter W. Badger

Address: 5847 San Felipe, #4545, Houston, Texas 77057

Director: Jon P. Badger

Address: 10000 Richmond Avenue, #150, Houston, Texas 77042

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

President: Jon P. Badger

Address: 10000 Richmond Avenue, #150, Houston, Texas 77042

Vice President: N/A

Address: N/A

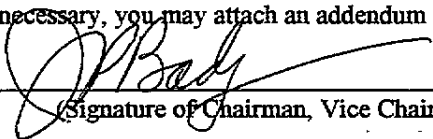
Secretary: Richard C. Badger

Address: 10000 Richmond Avenue, #150, Houston, Texas 77042

Treasurer: Larry R. Speer

Address: 10000 Richmond Avenue, #150, Houston, Texas 77042

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. Jon P. Badger, President

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

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TALLAHASSEE FLORIDA
SECRETARY OF STATE



The State of Texas

SECRETARY OF STATE

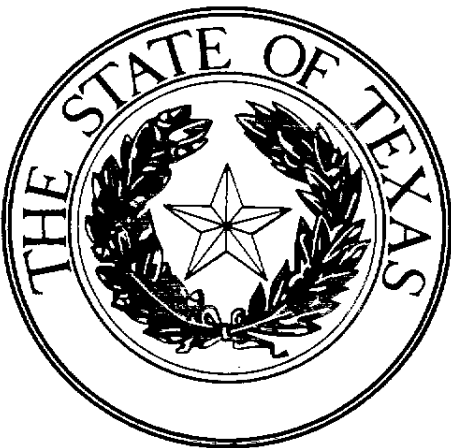
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

SURPAS RESOURCE CORPORATION
File No. 786700

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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98 OCT 30 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 4, 1998.*



Alberto R. Gonzales
Secretary of State

BAM