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LAWRENCE KATZ, P.C.

*Attorney at Law*

SUITE 400  
303 EAST SEVENTEENTH AVENUE  
DENVER, COLORADO 80203

TELEPHONE: 303/832-9100  
FACSIMILE: 303/860-1665

December 7, 1998

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

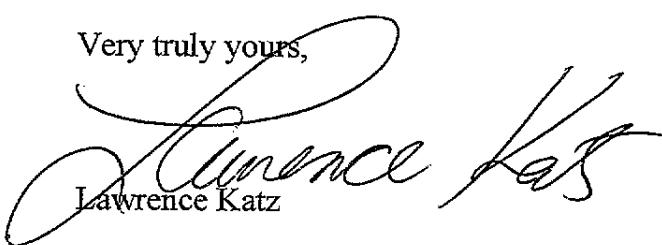
Re: *Environmental Fate and Risk, Inc.*  
*Florida Qualification*

Dear Sirs:

I am enclosing an application of authorization for EFRI to transact business in Florida, a certificate of good standing from the State of Colorado and a transmittal letter. I am also enclosing my check in the amount of \$ 78.75 which represents the registration fee and the cost to receive a certificate of status. Please send the certificate of status to my office.

Please call if you have any questions.

Very truly yours,

  
Lawrence Katz

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ENVIRONMENTAL FATE AND RISK, INC.  
(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:

Lawrence Katz  
(Name of Person)

Lawrence Katz, P.C.  
(Firm/Company)

303 East Seventeenth Avenue, Suite 400  
(Address)

Denver, CO 80203  
(City/State/Zip)

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

Lawrence Katz at ( 303 ) 832 9100  
(Name of Person) (Area Code & Daytime Telephone Number)

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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. ENVIRONMENTAL FATE AND RISK, 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. Colorado

(State or country under the law of which it is incorporated)

3. 84-1304952

(FEI number, if applicable)

4. April 27, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon receipt of authority to transact business in Florida.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 498 South Youngfield Court # 11-308

Lakewood, CO 80228

(Current mailing address)

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8. Environmental consulting

(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: Pedro J. Zavala

Office Address: 10651 Hammocks Blvd., Suite 8-22

Miami, FL 33196

, Florida, 33196

(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.

Pedro Zavala  
(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: Pedro J. Zavala

Address: 10651 Hammocks Blvd., Suite 8-22  
Miami, FL 33196

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Pedro J. Zavala

Address: 10651 Hammocks Blvd., Suite 8-22  
Miami, FL 33196

Vice President: none

Address: \_\_\_\_\_

Secretary: Pedro J. Zavala

Address: 10651 Hammocks Blvd., Suite 8-22  
Miami, FL 33196

Treasurer: Pedro J. Zavala

Address: 10651 Hammocks Blvd., Suite 8-22  
Miami, FL 33196

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

13. Pedro Zavala

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Pedro J. Zavala Chairman and President

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

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**STATE OF COLORADO**  
DEPARTMENT OF  
STATE  
**CERTIFICATE**

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE  
ENVIRONMENTAL FATE AND RISK, INC.  
(COLORADO CORPORATION)

FILE # 19951056448 WAS FILED IN THIS OFFICE ON April 27, 1998  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: October 06, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Victoria Buckley  
SECRETARY OF STATE