

F99000000617

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

700002760707--9

-02/01/99--01128--010

*****70.00 *****70.00

SUBJECT: Pandle, Inc.
(Name of corporation - must include suffix)

700002760707--9

-02/01/99--01128--011

*****8.75 *****8.75

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:

Thomas E. Sharp, III, Esquire
(Name of Person)

Vickers, Riis, Murray and Curran, L.L.C.
(Firm/Company)

Post Office Drawer 2568
(Address)

Mobile AL 36652
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 8:10
92/2

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

Thomas E. Sharp, III
(Name of Person)

at (334) 432-9772
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

VICKERS, RIIS, MURRAY AND CURRAN, L.L.C.
ATTORNEYS AT LAW

EIGHTH FLOOR

REGIONS BANK BUILDING
106 SAINT FRANCIS STREET

MOBILE, ALABAMA 36602-3408
TELEPHONE (334) 432-9772

ERLING RIIS, JR.
J. MANSON MURRAY
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E. L. McCAFFERTY, III
Z. M. P. INGE, JR.
F. GREY REDDITT, JR.*
THOMAS E. SHARP, III
RONALD P. DAVIS
J. MARSHALL GARDNER
M. KATHRYN KNIGHT
L. THOMAS STYRON**
C. RICHARD WILKINS
TERRY A. MOORE
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1907-1995

MARION R. VICKERS, JR.
1935 - 1989

FACSIMILE (334) 432-9781

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POST OFFICE DRAWER 2568
MOBILE, ALABAMA 36652-2568

* ALSO ADMITTED IN TEXAS
** ALSO ADMITTED IN MISSISSIPPI AND LOUISIANA

January 29, 1999

State of Florida
Department of State
Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Qualification of Pandle, Inc., a Mississippi Corporation

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Ladies/Gentlemen:

For the purpose of registering Pandle, Inc., as a foreign corporation authorized to transact business in the State of Florida, I enclose the following:

1. Form Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida executed by Rob Ueltschi, the registered agent, and Walter C. Randle, Secretary of the Corporation;
3. Certificate of Existence/Authority issued by the Mississippi Secretary of State's Office;
4. Check of Pandle, Inc., payable to the Florida Secretary of State in the amount of \$70, representing the application fee; and
5. Our firm check in the amount of \$8.75 payable to the Florida Department of State representing payment for a Certificate of Status.

VICKERS, RIIS, MURRAY AND CURRAN, L. L. C. - CONTINUED

Florida Department of State
January 29, 1999
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Should you need anything further in order to honor this request, I would be grateful if you would contact me by telephone at your earliest convenience.

Yours very truly,

VICKERS, RIIS, MURRAY AND CURRAN, L.L.C.



Thomas E. Sharp, III

TES,III/eb
Enclosures

cc: (w/enclosure) Mr. Otis Lewelling
Via Facsimile: (228) 762-9369

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DIVISION OF CORPORATIONS
99 FEB -2 AM 8:11

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

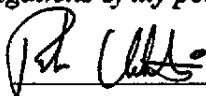
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Pandle, 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. Mississippi
(State or country under the law of which it is incorporated)
3. 64-0809117
(FEI number, if applicable)
4. October 18, 1989
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1801 Heidenheim Rd
Pascagoula MS 39581
(Current mailing address)
8. Manufacturing and lay down of asphalt paving
(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: Rob Ueltschi
Office Address: 1652-3 Eillsberg Ct.
Key West, Florida, 33040
(Zip Code)

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DIVISION OF CORPORATIONS
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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.



Vice President
(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: Paula B. Randle

Address: 1801 Heidenheim, Pascagoula MS 39581

Vice Chairman: Walter C. Randle

Address: 1801 Heidenheim, Pascagoula MS 39581

Director:

Address:

Director:

Address:

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

President: Paula B. Randle

Address: 1801 Heidenheim

Pascagoula MS 39581

Vice President: Rob Ueltschi

Address: 1623-3 Ellsberg Court

Key West, FL 33040

Secretary: Walter C. Randle

Address: 1801 Heidenheim

Pascagoula MS 39581

Treasurer: Walter C. Randle

Address: 1801 Heidenheim, Pascagoula MS 39581

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

13.

Walter C. Randle Secretary

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

14.

Walter C. Randle, Secretary

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on October 18, 1989 the state of Mississippi issued a Charter/Certificate of Authority to:

PANDLE, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Given under my hand
and seal of office
January 25, 1999

Eric Clark

ERIC CLARK,
Secretary of State