

F99000001010
CT CORPORATION SYSTEM

520 Pike Street
Seattle, WA 98101
Tel. 206 622 4511
Fax 206 621 8813

February 17, 1999

Corporation Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Paragon Holdings Inc.

Gentlemen:

Enclosed please find Application for Certificate of Authority to be filed on behalf of the above company in Florida. Filing fees are also enclosed.

Please file this document at your earliest convenience and forward evidence to this office via regular mail.

If you have any questions or if there is a problem in processing this request, please call me at 1-800-456-4511.

Thank you for your assistance in this matter.

Very truly yours,

Sharon Johnson
Sharon Johnson
Customer Specialist

/slj
enc.

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DIVISION OF CORPORATIONS
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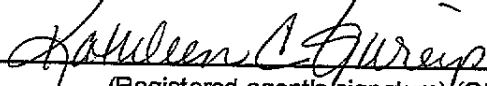
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Paragon Holdings 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. Nevada
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. November 6, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 1500, 407 2nd Street S.W., Calgary, Alberta, Canada T2P 2Y3
(Current mailing address)
8. Development and application of environmental conservation technologies
(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:
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.

C T Corporation System



(Registered agent's signature) (Officer)

Kathleen C. Gariepy, Asst. Secretary

(Type Name and Title of Officer)

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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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David Rockstein

Address: 2827 18 Street NE, Calgary, Alberta Canada T2E 7K5

Director: R. Gordon Cormie

Address: 1500, 407 2nd Street SW, Calgary, Alberta Canada T2P 2Y3

B. OFFICERS

President: David Rockstein

Address: 2827 18 Street N.E.

Calgary, Alberta, Canada T2E 7K5

Vice President: _____

Address: _____

Secretary: R. Gordon Cormie

Address: 1500, 407 2nd Street S.W.

Calgary, Alberta, Canada T2P 2Y3

Treasurer: _____

Address: _____

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

13. _____

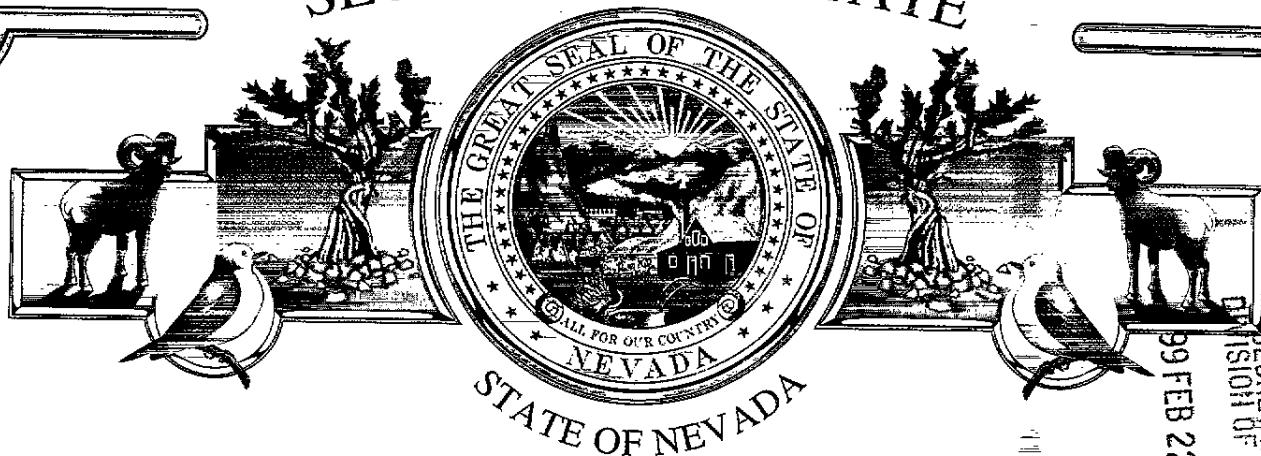
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. Gordon Cormie, Secretary

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

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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PARAGON HOLDINGS INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since November 6, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on February 10, 1999.



Dean Heller
Secretary of State

By

J. Musselman
Certification Clerk