

F990000001154

CT CORPORATION SYSTEM

120 South Central Avenue
Clayton, MO 63105
Tel. 314 863 1119
Fax 314 863 0794

February 26, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

6000002790396--6

-03/01/99--01090--001

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

Re: OKEMAH CONSTRUCTION, INC. (OK DOM)
Order #: 1614768


Dear Ladies/Gentlemen:

As requested by counsel, we enclose for filing APPLICATION FOR CERTIFICATE on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office by regular mail. Return envelope is enclosed for your use.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-325-2671.

Very truly yours,


Kathleen M. Odum
Sr. Customer Specialist

Enclosure(s)

Special Instructions:

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DIVISION OF CORPORATIONS

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. OKEMAH CONSTRUCTION, 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

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

3. 73-1016982

(FEI number, if applicable)

4. February 1, 1977

(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. PO Box 227, Okemah, Oklahoma 74859

(Current mailing address)

8. See attached purpose clause

(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

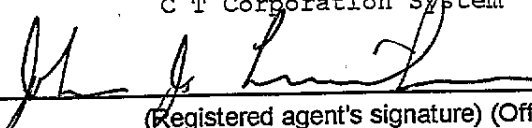
Plantation, Florida, 33324

(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)

John J. Linnihan, Asst. Vice President

(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: William D. Fowler

Address: 1 1/2 Miles South of I-40 on Hwy 27
Okemah, Oklahoma 74859

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: William D. Fowler

Address: 1 1/2 Miles South of I-40 on Hwy 27
Okemah, Oklahoma 74859

Vice President: Charles S. Coates

Address: 1 1/2 Miles South of I-40 on Hwy 27
Okemah, Oklahoma 74859

Secretary: William D. Rapp

Address: 650 Fifth Avenue
New York, New York 10019


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Treasurer: William D. Rapp

Address: 650 Fifth Avenue

New York, New York 10019

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. William D. Fowler, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
OKEMAH CONSTRUCTION, INC.**

1. William D. Fowler
1 1/2 Miles South of I-40 on Hwy 27
Okemah, Oklahoma 74859
2. William D. Rapp
650 Fifth Avenue
New York, New York 10019
3. Robin R. Neal
233 South Detroit
Tulsa, Oklahoma 74120
4. Joseph M. Rinaldi
650 Fifth Avenue
New York, New York 10019
5. Richard D. Gibbon, II
233 South Detroit
Tulsa, Oklahoma 74120

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
OKEMAH CONSTRUCTION, INC.**

Non-residential construction and installation of all gas and products pipelines and services associated therewith for oil, gas, and products pipeline owners/clients. Notwithstanding the foregoing, the corporation may engage in any and all business in which corporations may engage in the state, province or county under whose law the foreign corporation is formed.

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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 OKEMAH CONSTRUCTION, INC. whose registered agent is Crowe & Dunlevy, A Professional Corporation, Attn: Reeder E Ratliff with its registered office at 20 North Broadway, Suite 1800, Oklahoma City 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 2nd day of February, 1999.

Sam Cole

Secretary of State

By:

Kay James