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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092

500002892925--0
-06/02/99--01078--001
*****70.00 *****70.00

CORPORATION(S) NAME

"BHP TRANSPORT INTERNATIONAL INC."

(X) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership
( ) Certified Copy

( ) Annual Report
( ) Reservation
( ) Photo Copies

( ) Other
( ) Change of R.A.
( ) Fictitious Name
( ) CUS / G/S

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(●) Walk In
( ) Mail Out

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( ) Will Wait

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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6/2

THANK YOU ! Mandi Kent

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JUN - 1 1999

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. BHP TRANSPORT INTERNATIONAL 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. Delaware
(State or country under the law of which it is incorporated)

3. 94-3094723
(FEI number, if applicable)

4. March 8, 1989
(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 817.155, F.S.))

7. 475 Fourteenth Street, Suite 1150
Oakland, California 94612
(Current mailing address)

8. To engage in any lawful act or acitivity for which corporations may be organized.
(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)

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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)

C. Morales
Special Asst. Secretary
(Type Name and Title of Officer)

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: See attached list of directors

Address: ____________________

____

Vice Chairman: See attached list of directors

Address: ____________________

____

Director: See attached list of directors

Address: ____________________

____

Director: ____________________

Address: ____________________

____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached list of officers

Address: ____________________

____

Vice President: ____________________

Address: ____________________

____

Secretary: ____________________

Address: ____________________

____

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. J. C. Massey, Vice President
(Typed or printed name and capacity of person signing application)

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(FLA. 2189)

Officers and Directors Report

(Active Officers and Directors only)

BHP TRANSPORT INTERNATIONAL INC.

6030

Officers

* G. A. WATERS	PRESIDENT
D. J. WOOD	FINANCIAL VICE PRESIDENT
B. W. MCGOWAN	VICE PRESIDENT
D. H. PAYNE	VICE PRESIDENT
J. C. MASSEY	VICE PRESIDENT
G. J. HEATH	VICE PRESIDENT & SEC.
J. J. CZYZEWSKI	TREASURER
D. L. HUMPHREYS	ASSISTANT SECRETARY
L. A. TURNER	ASSISTANT SECRETARY
E. K. MOORE	ASSISTANT TREASURER
JOHN SMITH	ASST. SEC. & ASST. TREAS.

Directors

B. W. MCGOWAN	DIRECTOR
D. H. PAYNE	DIRECTOR
D. J. WOOD	DIRECTOR
* G. A. WATERS	DIRECTOR
JOHN SMITH	DIRECTOR

Address for G. A. Waters is:

475 Fourteenth Street, Suite 1150
Oakland, CA 94612

Address for all others is:

550 California Street
San Francisco, CA 94104

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TALLAHASSEE, FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BHP TRANSPORT INTERNATIONAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9770549

DATE: 05-27-99