

m 97000000070

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Steamboat EnviroSystems, LLC  
(Name of corporation - must include suffix)

Dear Sir or Madam:

900002055149--6  
-01/13/97--01010--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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:

Diane E. Carey  
(Name of Person)

900002055149--6  
-02/05/97--01131--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Steamboat EnviroSystems, LLC  
(Firm/Company)

515 North Flagler Drive, Suite 202  
(Address)

West Palm Beach, FL 33401  
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 28 PM 2:47  
C. TAX \_\_\_\_\_  
FILING 70.00  
R. FEE \_\_\_\_\_  
C. \_\_\_\_\_  
Y. \_\_\_\_\_  
N. \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

Name Should you need to call someone concerning this matter, please call  
Avail 1/16/97 des  
Docu Diane E. Carey at ( 561 ) 820-9779  
Exa (Name of Person) (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

# USENERGYSYSTEMSinc

January 30, 1997

Ms. Diane Cushing  
Florida Department of State  
Qualification/Registration Sec.  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Letter Number: 09700002341

Dear Ms. Cushing:

Enclosed please find completed documents per your request in the above referenced letter. I am in hopes that these are the final documents which will be needed to complete the filing. However, should you have any questions or need any further documentation, please do not hesitate to contact me.

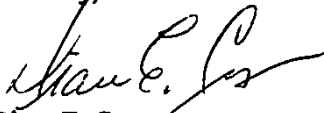
I have also enclosed a check in the amount of \$70.00 which represents the amount due.

Also, enclosed is a letter and documents to Ms. Cathy A. Mitchell. I would appreciate it if you would forward these on to her.

I would also like to request that documents be sent to me for filing of another of our companies which is not LLC but is Incorporated.

Thank you for your attention to these matters.

Sincerely,



Diane E. Carey  
Assistant to the President

/dec

# US ENERGY SYSTEMS inc

February 19, 1997

Ms. Diane Cushing  
Florida Department of State  
Qualification/Registration Sec.  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Reference Number: W97000001164  
Subject: Steamboat Envirosystems, LLC  
Letter Number: 697A00005703

Dear Ms. Cushing:

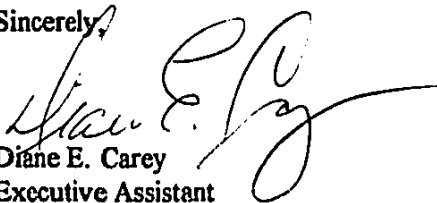
Per the above referenced, enclosed you will find an original Certificate of Good Standing from the state of Delaware for Steamboat Envirosystems, LLC. A copy of your letter dated February 7, 1997 is enclosed. This should be the final document required for filing with the state of Florida.

Please return our Certificate of Status in the enclosed Federal Express envelope. A completed bill of lading is also enclosed.

Should you require any further documentation, please do not hesitate to contact me.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Diane E. Carey  
Executive Assistant

/dec

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

January 16, 1997

DIANE E. CAREY  
STEAMBOAT ENVIROSYSTEMS, LLC  
515 NORTH FLAGLER DRIVE, SUITE 202  
WEST PALM BEACH, FL 33401

SUBJECT: STEAMBOAT ENVIROSYSTEMS, LLC  
Ref. Number: W97000001164

We have received your document for STEAMBOAT ENVIROSYSTEMS, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to qualify a foreign limited liability company total \$140 and breakdown as follows: \$52.50 filing fee for the application; \$52.50 filing fee for the affidavit; and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

You have completed the wrong application for this limited liability company. Please complete the attached application.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 097A00002341



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 4, 1997

DIANE E. CAREY  
STEAMBOAT ENVIROSYSTEMS, LLC  
515 NORTH FLAGLER DRIVE, SUITE 202  
WEST PALM BEACH, FL 33401

SUBJECT: STEAMBOAT ENVIROSYSTEMS, LLC  
Ref. Number: W97000001164

We have received your document for STEAMBOAT ENVIROSYSTEMS, LLC and your check(s) totaling \$148.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

We must obtain the certificate of status (existence) before we can file your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 697A00005703

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:**

1. Steamboat EnviroSystems, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 65-0710741  
(FEI number, if applicable)

4. November 25, 1996  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. December 1, 1996  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 515 North Flagler Drive, Suite 202  
West Palm Beach, FL 33401  
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Theodore Rosen</u>	<u>MGR</u>	<u>Richard H. Nelson</u>	<u>MGR</u>
<u>515 North Flagler Drive</u>		<u>515 North Flagler Drive</u>	
<u>Suite 202</u>		<u>Suite 202</u>	
<u>West Palm Beach, FL 33401</u>		<u>West Palm Beach, FL 33401</u>	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_

Steamboat Envirosystems, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 2,575,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0 . A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 2,575,000 . This total includes amounts from 2 and 3 above.

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DIVISION OF CORPORATIONS  
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\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**Filing Fee: \$ 52.50 for Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: \_\_\_\_\_

Steamboat Envirosystems, LLC

2. The name and address of the registered agent and office is:

Diane E. Carey

(Name)

515 North Flagler Drive, Suite 202

(P.O. Box or Mail Drop Box NOT acceptable)

West palm Beach, FL 33401

(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

01/29/97  
(Date)



State of Delaware  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STEAMBOAT ENVIROSYSTEMS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 1997.

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DIVISION OF CORPORATIONS  
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8329788

DATE: 02-13-97