# P05057

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SECRETARY OF STATE
SECRETARY OF STATE

# **CT** CORPORATION

November 5, 2004

Department of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re: Order #: 6230428 SO Customer Reference 1:

Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

BASIC INDUSTRIES, INC. (LA)
Misc - Foreign Corporate Filing - Resolution of Board of Directors to Remove
Forced d/b/a Louisiana Basic Industries, Inc.
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell Fulfillment Specialist Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

# BASIC INDUSTRIES, INC. d/b/a Louisiana Basic Industries, Inc. SECRETARY'S CERTIFICATE

04 NOV -5 PH 5: 04

The undersigned, being the duly elected and acting Secretary of Basic Industries Stice del Louisiana Basic Industries, Inc., a Louisiana corporation (the "Company") does hereby certify that:

- Attached hereto as Exhibit A is a true and correct copy of the unanimous written 1. consent of the Board of Directors of the Company, effective November 01, 2004 and none of the resolutions therein have been amended or revoked and all such resolutions are now in full force and effect.
- Since August 31, 2004, there has been no amendments to the Articles of Incorporation or Bylaws of the Company, both of which remains effective as of the date hereof.
- The persons named below are the duly elected and acting officers of the Company holding the respective office set opposite their names and the respective signature set opposite their respective offices are their genuine signatures:

Title Signature Name Vice President & Treasurer Mike Appling Jr. Frances T. Hoover Secretary

There is no provision in the Articles of Incorporation or Bylaws of the Company limiting the Board of Directors to pass the resolutions set forth in Exhibit A and that such resolutions are in conformity with the provisions thereof.

IN WITNESS WHEREOF, I have signed this Secretary's Certificate effective on the 01st day of November, 2004.

Basic Industries, Inc.

I, Mike Appling Jr., Vice President & Treasurer of the Company, do hereby certify that Frances T. Hoover is the duly elected and acting Secretary of the Company. I further certify that the signature set forth above is her genuine signature.

2004.

IN WITNESS WHEREOF, I have signed this Secretary's Certificate effective on the 01st day of November.

Vice President and Treasurer

Basic Industries, Inc.

## UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF BASIC INDUSTRIES, INC. d/b/a Louisiana Basic Industries, Inc.

The undersigned, being all of the Members of the Board of Directors of Basic Industries, Inc., d/b/a Louisiana Basic Industries, Inc., a Louisiana corporation (the "Corporation"), hereby consent to the following Resolutions and to the action authorized in said Resolutions being taken by the Board of Directors of the Corporation without a meeting thereof.

"RESOLVED, Basic Industries, Inc. d/b/a/ Louisiana Basic Industries, Inc., qualified in the state of Florida on February 19, 1985, do hereby drop the forced d/b/a of Louisiana Basic Industries, Inc.;

FURTHER RESOLVED, that the officers of the Company are hereby severally authorized to (a) sign, execute, certify to, verify, acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company or otherwise, as in any such officer's judgment is necessary, desirable or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions;

FURTHER RESOLVED, that all actions heretofore taken by the directors or the officers of the Company, and all things done by their authority, in connection with the transaction described herein, be and the same are hereby ratified, approved and adopted as the acts of the Company; and

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 01st day of November, 2004.

Mike Appling Jr.

Dean M. Bordelon

Herbert E. Warner

## UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF BASIC INDUSTRIES, INC. d/b/a Louisiana Basic Industries, Inc.

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2004.

Mike Appling Jr.

Dean M. Bordelon

Herbert E. Warner