

FOI 0000024863

CHAMBERLAIN, HRDLICKA, WHITE, WILLIAMS & MARTIN
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
ATTORNEYS AT LAW

1200 SMITH STREET, SUITE 1400
HOUSTON, TEXAS 77002
(713) 658-1818 (800) 342-5829
(713) 658-2553 (FAX)
www.chamberlainlaw.com

HOUSTON
ATLANTA
SAVANNAH

FAISAL H. KAJANI
ATTORNEY AT LAW
DIRECT DIAL NO. (713) 658-2508
E-MAIL: faisal.kajani@chamberlainlaw.com

September 6, 2001

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Via Certified Mail - Return Receipt Requested - Z 393 887 475

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: OceanWorks International, Inc. ("OceanWorks")

Ladies and Gentlemen:

Pursuant to Section 607.1503 of the Florida Business Corporation Act, please find enclosed the following for filing on behalf of OceanWorks in connection with its registration to transact business in Florida:

FILED
01 SEP 12 PM 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- (i) Application by Foreign Corporation for Authorization to Transact Business in Florida
- (ii) Certificate of Existence of OceanWorks issued by the Delaware Secretary of State
- (iii) a check in the amount of \$70.00 to cover the requisite filing fee

Upon filing the above in your records, please return confirmation that such Application has been filed, along with any other correspondence, to the address set forth below:

Mr. Faisal H. Kajani
Chamberlain, Hrdlicka, White, Williams & Martin
1200 Smith Street, Suite 1400
Houston, Texas 77002

FOI-4863
QR

Registration Section
Division of Corporations
September 6, 2001
Page 2

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact the undersigned at the number indicated above.

Sincerely,

CHAMBERLAIN, HRDLICKA, WHITE,
WILLIAMS & MARTIN



Faisal H. Kajani

Enclosures

cc: Mr. John R. Jacobson
Mr. Byron L. Willeford [Firm]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. OceanWorks 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. State of Delaware
(State or country under the law of which it is incorporated)

3. Fed. Tax I.D. #76-0623338
(FEI number, if applicable)

4. November 8, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 AND 817.155, F.S.)

7. 1646 West Sam Houston Parkway North, Houston, Texas 77043
(Principal office address)

1646 West Sam Houston Parkway North, Houston, Texas 77043
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized to do business under the laws of Delaware and Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P. O Box or Mail Drop Box **NOT** acceptable)

Name: James E. Adamson

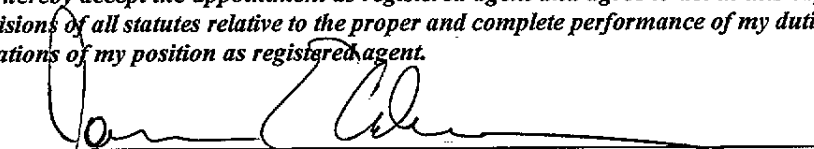
Office Address: 8000 South Flagler Drive

West Palm Beach, Florida 33405
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's 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 obligations of my position as registered agent.


(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

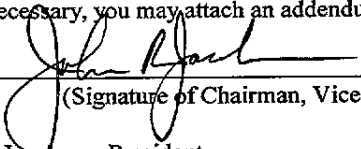
Director: John R. Jacobson
Address: 1646 West Sam Houston Parkway North, Houston, Texas 77043

B. OFFICERS

President: John R. Jacobson
Address: 1646 West Sam Houston Parkway North, Houston, Texas 77043

Secretary: John R. Jacobson
Address: 1646 West Sam Houston Parkway North, Houston, Texas 77043

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. John R. Jacobson, President
(Typed or printed name and capacity of person signing application)

FILED
01 SEP 12 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEANWORKS 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-SIXTH DAY OF JULY, A.D. 2001.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1265458

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DATE: 07-26-01