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(Requestor's Name)

(Address)

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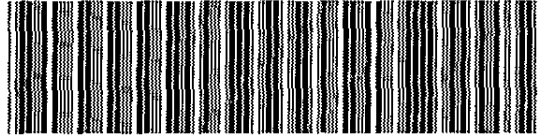
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



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ACCOUNT NO. : 072100000032

REFERENCE : 804468 4329906

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : November 1, 2002

ORDER TIME : 10:34 AM

ORDER NO. : 804468-010

CUSTOMER NO: 4329906

CUSTOMER: Mr. Michael K. Grace
Shell Oil Company
910 Louisiana, One Shell Plaza
47th Floor Room 4771
Houston, TX 77002

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FOREIGN FILINGS

NAME: SHELL SOLAR EMPLOYMENT
SERVICES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

**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. SHELL SOLAR EMPLOYMENT SERVICES 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 3. 76-0696746
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 14, 2001 5. Perpetual
(Date of incorporation) (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.)
c/o SHELL SOLAR EMPLOYMENT SERVICES INC., 4650 ADOHR LANE

7. ~~CALIFORNIA, TEXAS 93010~~ Camarillo, Ca 93010
(Principal office address)

4650 ADOHR LANE, CALIFORNIA, TEXAS-93010 Camarillo, Ca 93010
(Current mailing address)

EMPLOYEE LEASING COMPANY To engage in any act or activity for which corporations may be organized.

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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.

Corporation Service Company
By: Deborah D Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. S. J. PAUL, Assistant Secretary

(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 11/12/200

Shell Solar Employment Services Inc.

Directors

C. A. Farris Director/Chairman
Primary Address: 4650 Adohr Lane
Camarillo, California 93010

R. R. Beisner Director
Primary Address: 4550 Adohr Lane
Camarillo, California 93010

H. A. Koller Director
Primary Address: 4650 Adohr Lane
Camarillo, California 93010

Officers

C. A. Farris President and Chief Operating Officer
Primary Address: 4650 Adohr Lane
Camarillo, California 93010

R. R. Beisner Vice President - Human Resources
Primary Address: 4550 Adohr Lane
Camarillo, California 93010

T. A. McSweeny Vice President - Tax
Primary Address: 4537 Elm Street
Bellaire, TX 77401

K. D. Joseph Secretary
Primary Address: 910 Louisiana
Houston, Texas 77002

H. A. Koller Vice President and Chief Financial Officer
Primary Address: 4650 Adohr Lane
Camarillo, California 93010

S. J. Paul Assistant Secretary
Primary Address: 910 Louisiana
Houston, TX 77002

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Delaware

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The First State

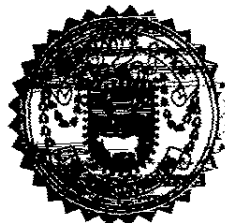
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELL SOLAR EMPLOYMENT SERVICES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF NOVEMBER, A.D. 2002.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHELL SOLAR EMPLOYMENT SERVICES INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2001.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3456809 8300

AUTHENTICATION: 2090212

020703060

DATE: 11-14-02