

F 95000005334

October 27, 1995

Via Federal Express

Re: GILC, INCORPORATED (CA)
Order #: 396974

Counsel: Cindy Campbell
Granite Construction Company
585 West Beach Street
Watsonville, CA 95076

3000001824103
-10/31/95--01023--011
*****70.00 *****70.00

EXPEDITED FILING REQUESTED

Ladies / Gentlemen:

As requested by counsel, we enclose for filing the Application By Foreign Corporation For Authorization To Transact Business on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office in the attached envelope.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number:
(800) 227-4734.

Very truly yours,

Charles S. Shader

Charles S. Shader
Associate Customer Specialist

CSS

Enclosure(s)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**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. GILC INCORPORATED

(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. california

(State or country under the law of which it is incorporated)

3. 77-0406448

(FEI number, if applicable)

4. May 22, 1995

(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 817.156, F.S.))

7. Post Office Box 50085, Watsonville, California 95077-5085

(Current mailing address)

8. see attached purpose clause

(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)

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)

Naseem A. Conde
NASEEM A. CONDE

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: David H. Watts

Address: Post Office Box-50085 *see attached*

Watsonville, California 95077-5085

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. David R. Grazian, Vice President _____
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
GILC, INCORPORATED**

Equipment Leasing

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
GILC, INCORPORATED**

1. William E. Barton, President and CEO
Post Office Box 50085
Watsonville, California 95077-5085
2. Roxane C. Allbritton, Vice President, CFO, Secretary
Post Office Box 50085
Watsonville, California 95077-5085
3. David R. ... Vice President & Assist. Sec.
Post Office Box 50085
Watsonville, California 95077-5085

per phone call to Charles Shuder, address for ALL officers/directors.

*585 W. Beach Street
Watsonville CA 95076*



State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 22nd day of May, 1995

GIIC INCORPORATED

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 25th day of October, 1995



Bill Jones
BILL JONES
Secretary of State