

F 96000004145

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Abbey Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

500001920755
-08/13/96- -01146--003
*****70.00 *****70.00

Charles H. Still, Jr.
(Name of Person)

Bracewell & Patterson, L.L.P.
(Firm/Company)

711 Louisiana Street, Suite 2900
(Address)

Houston, Texas 77002-2781
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 14 AM 10:09
LR
8/14

Should you need to call someone concerning this matter, please call:

Charles H. Still, Jr. at (713) 221-1377
(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

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. The Abbey Group, 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. Texas (State or country under the law of which it is incorporated) 3. 76-0319283 (FEI number, if applicable)

4. 9/27/90 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 8/7/96 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 7930 Blankenship Houston, Texas 77055 (Current mailing address)

8. Any and all lawful activities. (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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324 (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.

[Handwritten Signature] (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.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 25 AUG 14 AM 10:08

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Thomas L. Boudreaux

Address: 7930 Blankenship

Houston, Texas 77055

Director: Stephen F. Smith

Address: 909 Fannin Street, Suite 3250

Houston, Texas 77010

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Thomas L. Boudreaux (President and Chief Executive Officer)

Address: 7930 Blankenship

Houston, Texas 77055

Vice President: Kirwin Drouet (Executive Vice President & Secretary)

Address: 7930 Blankenship

Houston, Texas 77055

Secretary: Stephen F. Smith (Executive Vice President)

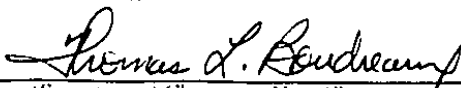
Address: 909 Fannin Street, Suite 3250

Houston, Texas 77010

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. Thomas L. Boudreaux, President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
\$6 AUG 14 AM 10:08



The State of Texas
SECRETARY OF STATE

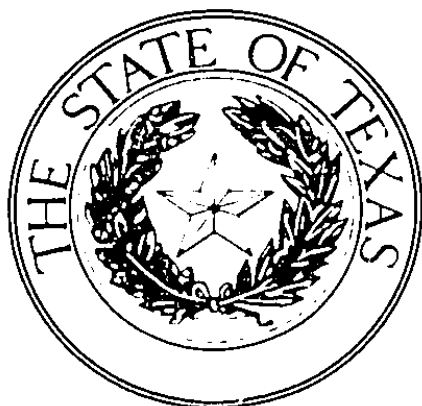
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 AUG 14 AM 10:09

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

THE ABBEY GROUP, INC.
CHARTER NO. 1167677

were filed in this office and a certificate of incorporation was issued on
SEPTEMBER 27, 1990;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 5, 1996.*

Antonio O. Garza, Jr.
Secretary of State