

F97000006023

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002347461--1

-11/14/97--01044--052

*****70.00 *****70.00

Goodman Holding Company

11/14

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DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

NOV 14 1997

File First

Thanks,
Jeff

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. Goodman Holding Company

(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. 76-0342022

(FEI number, if applicable)

4. April 16, 1991

(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. 1501 Seamist, Houston, Texas 77008

(Current mailing address)

8. Holding Company for affiliated companies.

(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

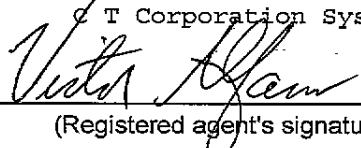
Plantation, Florida, 33324

(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)

Victor Alfano, Asst. Secretary

(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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 O. Burkett, President

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

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

**Officers of
Goodman Holding Company**

1. Frank Murray, Chief Executive Officer
1501 Seamist
Houston, Texas 77008
2. Thomas O. Burkett, President
1501 Seamist
Houston, Texas 77008
3. Louis T. Fox, Treasurer
1501 Seamist
Houston, Texas 77008
4. Cynthia Smith, Secretary
1501 Seamist
Houston, Texas 77008
5. Peter Alexander, Senior Executive Vice President
1501 Seamist
Houston, Texas 77008
6. Garland Winningham, Senior Executive Vice President
1501 Seamist
Houston, Texas 77008
7. David Park, Vice President
1501 Seamist
Houston, Texas 77008
8. Bill Warren, Vice President
1501 Seamist
Houston, Texas 77008

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

**Directors of
Goodman Holding Company**

1. Frank Murray
1501 Seamist
Houston, Texas 77008
2. Thomas O. Burkett
1501 Seamist
Houston, Texas 77008
3. Meg L. Goodman
1501 Seamist
Houston, Texas 77008
4. Betsy G. Abell
1501 Seamist
Houston, Texas 77008
5. G. Hughes Abell
1501 Seamist
Houston, Texas 77008
6. John B. Goodman
1501 Seamist
Houston, Texas 77008

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The State of Texas

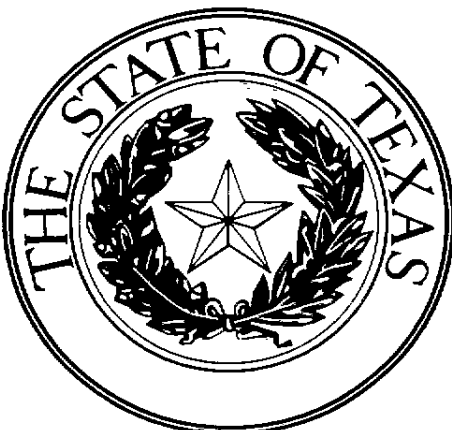
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of


GOODMAN HOLDING COMPANY
File No. 1189611-0

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were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently 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 November 12, 1997.*



Antonio O. Garza, Jr.
Secretary of State

DEE