

F99000006383

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Manhattan Environmental 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:

Ray Brown
(Name of Person)
Manhattan Environmental Inc.
(Firm/Company)
5601 S, 122nd East Ave.
(Address)
Tulsa, OK 74146
(City/State/Zip)

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

600003062416--1
-12/07/99-01011-020
*****78.75 *****78.75

Ray Brown at (918) 878-3341
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

FILED
99 DEC -7 AM 10:19
TALLAHASSEE, FL
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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. Manhattan Environmental 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. Oklahoma 3. 73-1098069
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5-24-80 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. not yet begun (pending outcome of future bids)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Manhattan Environmental Inc.
5601 S. 122nd East Ave. Tulsa, OK 74146
(Current mailing address)

8. Specialty Contractor - installation of plastic liners
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, FL, Florida, 33324
(Zip code)

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TALLAHASSEE, FL 32304

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.

see attached acceptance form from CT.
(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. yes, from Oklahoma attached

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

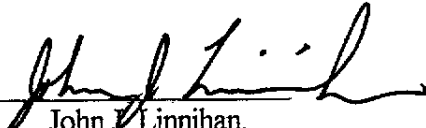
ACCEPTANCE OF APPOINTMENT

RE: **Manhattan Environmental, Inc.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: October 13, 1999

C T CORPORATION SYSTEM

By 
John V. Linnihan,
Assistant Vice President

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

Chairman: Jim B. Geisinger

Address: 5601 S. 122nd E. Ave.
Tulsa, OK 74146

Vice Chairman: Charles Gibbs

Address: 5601 S. 122nd E. Ave.
Tulsa, OK 74146

Director: same as above

Address: _____

Director: same as above

Address: _____

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

President: Bob Rains

Address: 5601 S. 122nd E. Ave.
Tulsa, OK 74146

Vice President: N/A

Address: _____

Secretary: Jim Lawson

Address: 5601 S. 122nd E. Ave.
Tulsa, OK 74146

Treasurer: Ray Brown

Address: 5601 S. 122nd E. Ave.
Tulsa, OK 74146

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SECTION 1
TULSA, OK

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ray Brown
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ray Brown, Treasurer
(Typed or printed name and capacity of person signing application)

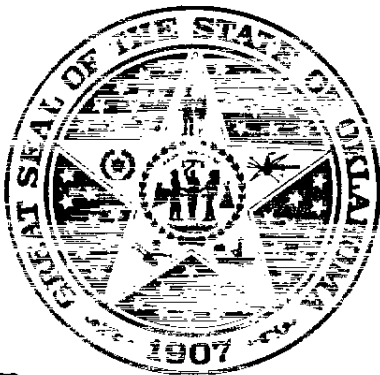
OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of corporations to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that MANHATTAN ENVIRONMENTAL INC. whose registered agent is Jim W. Lawson, with its registered office at 5601 S. 122nd E. Ave., Tulsa, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this
5th day of October, 1999

Mae Hunter
Secretary of State

By: *Walter G. Mitchell*