

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 103731

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Global Supply Group Inc. *OK*
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is _____

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is November 21, 1995 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
1209 Orange Street, Wilmington, Delaware 19801

6. The address of its proposed registered office in Rhode Island is 123 Dyer Street

(Street)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)

Rhode Island at that address is C T Corporation System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

See attached purpose clause

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>See attached list of directors.</u>	_____
Director	_____	_____
President	<u>See attached list of officers</u>	_____
Vice President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____

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STATE OF RHODE ISLAND

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,000	common	(No series)	\$1.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,000	common	(No series)	\$1.00

11. An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located 0.00%; and an estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 2.00%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 500

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 5,000,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 100,000

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 11/3, 19 98

Global Supply Group Inc.

(Exact Corporate Name of Corporation Making Application)

By [Signature]
 President or Vice President (check one)

R. A. Prior

By [Signature] **AND**
 Secretary or Assistant Secretary (check one)

Clive Chandler, Assistant Secretary

STATE OF Texas
 COUNTY OF [Blank]

In Houston, on this 3rd day of November, 19 98, personally appeared before me R. A. Prior, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
 Notary Public
 My Commission Expires: 08/04/2000

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
Global Supply Group Inc.**

To provide shop inspection and expediting services for its customers and material and equipment manufacturers in North America. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

GLOBAL SUPPLY GROUP INC.

List of Officers and Directors

R. P. Bechtel	-	Chairman
Adrian Zaccaria	-	President
J. P. Laspa	-	Senior Vice President
G. C. Proctor	-	Senior Vice President and Treasurer
W. F. Wollen	-	Senior Vice President and Secretary
J. E. Futcher	-	Vice President
R. A. Prior	-	Vice President
R. F. Sturdevant	-	Controller
Clive Chandler	-	Assistant Secretary
M. E. Martello	-	Assistant Controller
J. R. Nakamura	-	Assistant Secretary

All of the above can be addressed at:

P. O. Box 193965
San Francisco, CA 94119-3965

Physical address:

50 Beale Street
San Francisco, CA 94105

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GLOBAL SUPPLY GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1995, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2563890 8100

DATE:

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11-16-98