



THE UNITED STATES
CORPORATION
COMPANY

F00000003617

02550-00505-00671

ACCOUNT NO. : 072100000032

REFERENCE : 561006 7202965

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 70.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 27 PM 4:14

ORDER DATE : January 21, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 561006-125

CUSTOMER NO: 7202965

CUSTOMER: Mr. Jim Bick
Schlueter, Haywood, Bick
7700 Bonhomme Ave.
Ste. 450
Saint Louis, MO 63105

200003227442--3

FOREIGN FILINGS

NAME: THE BICK CORPORATION

XXXX QUALIFICATION (TYPE: CO)

12

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 27 PM 3:19

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

h/k
4/27



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 27 PM 4:44

June 26, 2000

Attn: Mimi Stephens
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: THE BICK CORPORATION
Ref. Number: W00000011257

We have received your document for THE BICK CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

We are sorry to have to return you filing a second time.

The actual name of this Missouri corporation -- THE BICK CORPORATION -- is not available in Florida.

You have sent us a resolution adopting an alternate corporate name -- THE BICK GROUP CORPORATION.

The problem is that that name is also NOT AVAILABLE in Florida. It is too similar to the name of a Florida corporation that was Administratively Dissolved on September 9, 1999, for having failed to file its 1999 Annual Report. When a corporation is Administratively Dissolved, the Division of Corporations is required to reserve the name for 12 months, in case the corporation wishes to reinstate.

Please choose another ALTERNATE CORPORATE NAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 200A00035822

RESUBMIT

Please give original
submission date as file date.

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00 JUN 26 PM 3:54
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 21, 2000

ERIKA CARLSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: THE BICK CORPORATION
Ref. Number: W00000011257

We have received your document for THE BICK CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 700A00035371

RESUBMIT

Please give original
submission date as file date.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 23 PM 2:22

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 27 PM 4:44



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 28, 2000

Mimi Stephens
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: THE BICK CORPORATION
Ref. Number: W00000011257

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 27 JUN 21 PM 2:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for THE BICK CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 800A00023416

* Resolution attached *

RESUBMIT

Please give original
submission date as file date.

Frank X. Bick, Secretary of THE BICK CORPORATION, a corporation duly organized under the laws of the State of Missouri, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 8th day of May, 2000.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name BICK DESIGN/BUILD CORPORATION for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."


Frank X. Bick, Secretary

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.

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1. THE BICK CORPORATION
(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. MISSOURI 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/04/1967 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9333 DIELMAN INDUSTRIAL PARK
ST. LOUIS, MO 63132
(Current mailing address)
8. SEE ATTACHED
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Lana R. Duff

(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.

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

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

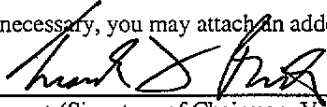
Secretary: _____

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. Vice President, Secretary & Treasurer, Frank X. Bick

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



The Bick Corporation Officers

William J. Bick, President

William D. Davies, III, Vice President, Sales

Frank X. Bick, Vice President, Secretary & Treasurer

***The business address for all Officers is:

9333 Dielman Industrial Drive
St. Louis, MO 63132

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The BICK CORPORATION DIRECTORS

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Name:		Business Address:
James P. Bick, Sr.	Chairman of the Board	Bick Group 9333 Dielman Industrial Dr. St. Louis, MO 63132
William J. Bick	Director	Bick Group 9333 Dielman Industrial Dr. St. Louis, MO 63132
Francis X. Bick	Director	Bick Group 9333 Dielman Industrial Dr. St. Louis, MO 63132
William D. Davies, III	Director	Bick Group 9333 Dielman Industrial Dr. St. Louis, MO 63132
Mary Frances Callahan	Director	St. Lukes Hospital Division 5500 232 S. Woodsmill Road Chesterfield, MO 63017
Mary Clare Bick	Director	Monsanto 800 North Lindbergh Blvd. St. Louis, MO 63167
James P. Bick, Jr.	Director	Schluter, Haywood, Bick & Kistner, P.C. 7700 Bonhomme Ave., Suite 450 St. Louis, MO 63105-1924
Frank C. Bick	Director	#2 Somerset Downs Ladue, MO 63124

The corporation is formed for the following purposes:

1. To sue and be sued, complain and defend in any court of law or equity;
2. To have a corporate seal which may be altered at pleasure and to use the same by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced;
3. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its real or personal property, or any interest therein, or other assets, wherever situated; and to hold for any period of time, real estate acquired in payment of a debt, by foreclosure or otherwise, or real estate exchanged therefor;
4. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;
5. To make contracts and guarantees and incur liabilities; to borrow money at such rates of interest as the corporation may determine without regard to the restrictions of any usury law of this state; to issue its notes, bonds, and other obligations; to issue notes or bonds, secured or unsecured, which by their terms are convertible into shares of stock of any class, upon such terms and conditions and at such rates or prices as may be provided in such notes or bonds and indenture or mortgage under which they are issued; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income;
6. To invest its surplus funds from time to time and to lend money and to take and hold real and personal property as security for the payment of

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DIVISION OF CORPORATIONS
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funds so invested or loaned;

7. To conduct its business, carry on its operations, and have offices within and without this state, and to exercise in any other state, territory, district or possession of the United States, or in any foreign country, the powers granted by this chapter;

8. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation, and to adopt emergency bylaws and exercise emergency powers as permitted by law;

9. To manufacture, assemble, sell, lease, and distribute electronic equipment and components and accessories thereto; to supply, equip and install at retail or wholesale electronic equipment of every kind and description.

10. To have and exercise all powers necessary or convenient to the effect any or all of the purposes for which the corporation is formed.

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CLERK OF STATE
DIVISION OF CORPORATIONS
000 APR 27 PM 4:44

No. 00123021

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

SECTION OF CORPORATE
00 APR 27 PM 4:44

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

THE BICK CORPORATION

was incorporated under the laws of this State on the 4th day of JANUARY, 1967, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of APRIL, 2000.

Rebecca McDowell Cook
Secretary of State

