

F. 96000003476

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-07/03/96--D1046--011
*****78.75 *****78.75

SUBJECT: Serendipity Leasing Corporation
(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:

Dianna Wood
(Name of Person)
Bryan Cave LLP
(Firm/Company)
7500 College Blvd., Suite 1100
(Address)
Overland Park, KS 66210
(City, State and Zip Code)

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

Dianna Wood at (913) 338 - 7700
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert A. Bernstein

Address: 15410 Holmes Road

Kansas City, MO 64145

Vice Chairman: none

Address: _____

Director: Herbert M. Kohn

Address: 11331 Pennsylvania

Kansas City, MO 64114

Director: Steven A. Bernstein

Address: 15410 Holmes Road

Kansas City, MO 64145

B. OFFICERS

President: Robert A. Bernstein

Address: 15410 Holmes Road

Kansas City, MO 64145

Vice President: Steven A. Bernstein

Address: 15410 Holmes Road

Kansas City, MO 64145

Secretary: Herbert M. Kohn

Address: 11331 Pennsylvania

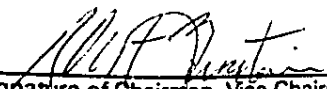
Kansas City, MO 64114

Treasurer: none

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.

Robert A. Bernstein, President
(Typed or printed name and capacity of person signing application)

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ACCEPTANCE OF APPOINTMENT

RE: SERENDIPITY LEASING CORPORATION

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 607.0501 Florida Statutes.

Dated: July 1, 1996

C T CORPORATION SYSTEM

By 
John J. Linnihan
Assistant Secretary

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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 "SERENDIPITY LEASING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SERENDIPITY LEASING CORPORATION" WAS INCORPORATED ON THE SEVENTEENTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8000305

DATE: 06-24-96