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LAW OFFICES
GROSS & WELCH

A PROFESSIONAL CORPORATION
800 COMMERCIAL FEDERAL TOWER
2120 SOUTH 72ND STREET
OMAHA, NEBRASKA 68124-2342
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(1909-1982)

* Also Admitted in Iowa
** Also Admitted in Missouri
^ Also Admitted in Arkansas
^^ Also Admitted in Colorado
^^^ Also Admitted in Florida
Also Admitted in Arizona
Also Admitted in Kansas
*** Admitted in Iowa Only

January 5, 1998

Florida Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

700002395587--R
-01/09/98--01085--001
*****70.00 *****70.00

Re: American Management Services, Inc.

Dear Sirs:

I am enclosing herewith for filing duplicate originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida relating to American Management Services, Inc., along with a check payable to the Florida Secretary of State in the sum of \$70.00 for the necessary filing fee.

I would appreciate if you would process this filing and return to me the Certificate of Authority upon approval.

Very truly yours,

Joseph L. Leahy, Jr.

~~6298-598~~

JLL:rfc
Enclosure
000073196/#129639

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 3:17
2110



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

JOSEPH L. LEAHY, JR.
GROSS & WELCH
2120 S. 72ND ST, SUITE 800
OMAHA, NE 68124-2342

SUBJECT: AMERICAN MANAGEMENT SERVICES, INC.
Ref. Number: W9800000598

We have received your document for AMERICAN MANAGEMENT SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office 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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 598A00001465

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Wayne G. Nielsen, President, do hereby certify
(Name)

that this Resolution of the Board of Directors of American Management Services, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Iowa,


was duly adopted on January 26, 19 98.

Be it resolved, that American Management Services, Inc.
(Corporate Name)

organized and existing in the State of Iowa, hereby adopts the name

Adept Institute, Inc. for use in Florida.

Dated: January 27, 1998


Signature of either Chairman, Vice Chairman or any officer

Wayne G. Nielsen, President
Type or print name

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: Wayne G. Nielsen
Address: 201 Forest Glen Drive, Council Bluffs, IA 51503

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Wayne G. Nielsen
Address: 201 Forest Glen Drive, Council Bluffs, IA 51503

Vice President: _____
Address: _____

Secretary: Wayne G. Nielsen
Address: 201 Forest Glen Drive
Council Bluffs, IA 51503

Treasurer: Wayne G. Nielsen

Address: 201 Forest Glen Drive, Council Bluffs, IA 51503

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

13. *Wayne G. Nielsen*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Wayne G. Nielsen
(Typed or printed name and capacity of person signing application)

IOWA

No. 00132925
Date: 12/11/1997

SECRETARY OF STATE

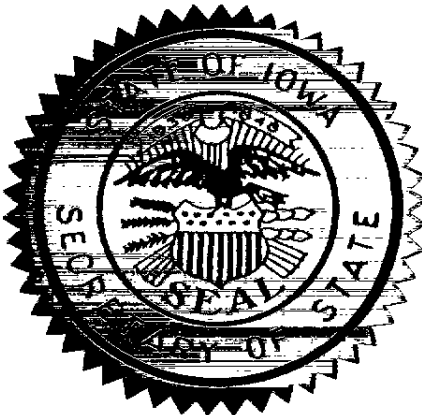
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GROSS & WELCH
ATTN: JOSEPH LEHAY JR
2120 S 72ND ST STE 800
OMAHA, NE 68124

CERTIFICATE OF EXISTENCE

Name: AMERICAN MANAGEMENT SERVICES, INC.
Begin date: 19860531
Expiration: PERPETUAL

I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 3:17



A handwritten signature in cursive script that reads "Paul D. Pate".

SECRETARY OF STATE



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Recycled Paper