

F98000007126

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: J.P. NewCo., Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

700002718497--0
-12/22/98--01019--002
*****78.75 *****78.75

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.

W98-28636

Please return all correspondence concerning this matter to the following:

Debra J. Richardson
(Name of Person)
J.P. NewCo., Inc.
(Firm/Company)
5000 Westown Parkway, Suite 440
(Address)
West Des Moines, IA 50266
(City/State/Zip)

98 DEC 31 AM 10:12

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Debra J. Richardson at (515) 221-0002, Ext. 227
(Name of Person) (Area Code & Daytime Telephone Number)

mtm
12/31

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

DEBRA J. RICHARDSON
J.P. NEWCO., INC.
5000 WESTON PKWY., STE 440
WEST DES MOINES, IA 50266

SUBJECT: J.P. NEWCO., INC.
Ref. Number: W98000028636

We have received your document for J.P. NEWCO., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00060144

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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. J. P. NewCo., 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. Iowa (State or country under the law of which it is incorporated)
3. 42-1480672 (FEI number, if applicable)

4. November 3, 1998 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5000 Westown Parkway, Suite 440
West Des Moines, IA 50266 (Current mailing address)

8. Marketing Insurance Agency (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: D.J. Noble

Office Address: 5461 Gulf of Mexico Dr. #204

Longboat Key, Florida, 34228 (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.

[Signature of D.J. Noble]
(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: D.J. Noble

Address: 5000 Westown Parkway, Suite 440
West Des Moines, IA 50266

Vice Chairman: _____

Address: _____

Director: Debra J. Richardson

Address: 5000 Westown Parkway, Suite 440
West Des Moines, IA 50266

Director: Wendy L. Carlson

Address: 317 Sixth Avenue, Suite 1200
Des Moines IA 50309

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

President: D.J. Noble

Address: 5000 Westown Parkway, Suite 440
West Des Moines, IA 50266

Vice President: Debra J. Richardson

Address: 5000 Westown Parkway, Suite 440
West Des Moines, IA 50266

Secretary: Debra J. Richardson

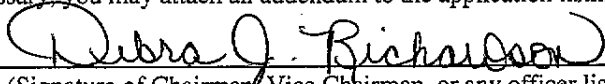
Address: 5000 Westown Parkway, Suite 440
West Des Moines, IA 50266

Treasurer: D.J. Noble

Address: 5000 Westown Parkway, Suite 440
West Des Moines, IA 50266

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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. Debra J. Richardson, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

IOWA

No. 00120448
Date: 11/24/1998

490 DP-0002
J P NEWCO INC
PO BOX 71218

SECRETARY OF STATE

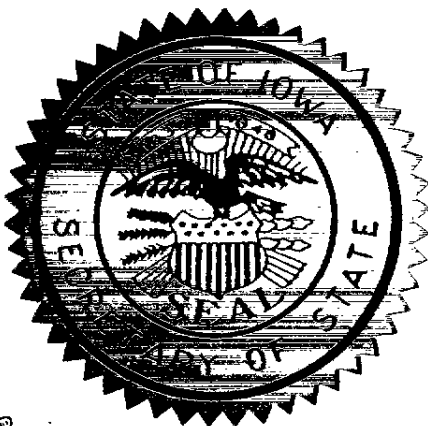
DES MOINES, IA 50325

CERTIFICATE OF EXISTENCE

Name: J.P. NEWCO, INC.
Begin date: 19981103
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.

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

SECRETARY OF STATE