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660 East Jefferson Street

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City State Zip Phone

CORPORATION(S) NAME

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*****87.50 *****87.50

McCormack Baron & Associates, Inc

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- Reservation
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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: McCORMACK BARON & ASSOCIATES, INC.
(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:

Hillary B. Zimmerman
(Name of Person)
McCormack Baron & Associates, Inc.
(Firm/Company)
1101 Lucas Avenue - 6th Floor
(Address)
St. Louis, Missouri 63101
(City/State/Zip)

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

Hillary B. Zimmerman at (314) 621-3400
(Name of Person) (Area Code & Daytime Telephone Number)

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

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. McCORMACK BARON & ASSOCIATES, 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. Missouri 3. 43-1053637
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 4, 1975 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing this application with the Department of State
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1101 Lucas Avenue - 6th Floor
St. Louis, Missouri 63101
(Current mailing address)

8. Real Estate Development
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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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.

M. S. Green
M. S. Green, (Registered agent's signature) Asst. Secy.

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)

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

Chairman: PLEASE SEE ADDENDUM ATTACHED HERETO.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: PLEASE SEE ADDENDUM ATTACHED HERETO.

Address:

Vice President:

Address:

Secretary:

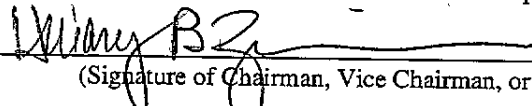
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Treasurer:

Address:

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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. Hillary B. Zimmerman, Vice President
(Typed or printed name and capacity of person signing application)

**ADDENDUM to Application By Foreign
Corporation for Authorization to
Transact Business in Florida**

McCORMACK BARON & ASSOCIATES, INC.

DIRECTORS

<u>Name</u>	<u>Address</u>
Richard D. Baron	1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Barbara A. Freeland	1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Polly Kinslowe	1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Kevin J. McCormack	1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Alan J. Ragan	1101 Lucas Avenue - 4th Floor, St. Louis, MO 63101
Tony M. Salazar	1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Hillary B. Zimmerman	1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101

OFFICERS

<u>Title</u>	<u>Name/Address</u>
President	Richard D. Baron 1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Exec. Vice President	Barbara A. Freeland 1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Exec. Vice President	Tony M. Salazar 1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Exec Vice President	Kevin J. McCormack 1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Senior Vice President	Polly Kinslowe 1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101
Sr. Vice Pres./Secretary and General Counsel	Hillary B. Zimmerman 1101 Lucas Avenue - 6th Floor, St. Louis, MO 63101

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TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

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SEEKING
TALLAHASSEE FLORIDA

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 MCCORMACK BARON & ASSOCIATES, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 4TH DAY OF JUNE, 1975, 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 8TH DAY OF JANUARY, 1999.

Rebecca McDowell Cook
Secretary of State

