

F99000003923

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

200002946362-5
-07/30/99--01077--029
*****70.00 *****70.00

CORPORATION(S) NAME

Rsm McGladrey, Inc

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of P.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

FILED
 99 JUL 30 PM 1:15
 SECRETARY OF STATE
 TALLAHASSEE FL 32304

Name
Avallability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

7/30/99

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
JOEY

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. RSM McGladrey, 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. Delaware
(State or country under the law of which it is incorporated)

3. 41-1944416
(FEI number, if applicable)

4. June 4, 1999
(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. 3600 West 80th Street, Ste 500, Bloomington, Minnesota 55431-1082

(Current mailing address)

8. The purpose is to provide accounting and other financial services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

FILED
99 JUL 30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

**See attached Acceptance

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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: Frank L. Salizzoni

Address: 4400 Main Street

Kansas City, Missouri 64111

Vice Chairman: _____

Address: _____

Director: Ozzie Wenich

Address: 4400 Main Street

Kansas City, Missouri 64111

Director: Mark Ernst

Address: 4400 Main Street

Kansas City, Missouri 64111

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
99 JUL 30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Treasurer: _____

Address: _____

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

13. Sheila L. Seck
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sheila L. Seck
Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
99 JUL 30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
RSM McGladrey, Inc.**

1. Mark W. Scally, President & CEO
3600 West 80th Street, Ste 500
Bloomington, Minnesota 55431-1082
2. Thomas Rotherham, Sr. Vice President & CFO
3600 West 80th Street, Ste 500
Bloomington, Minnesota 55431-1082
3. Bret G. Wilson, Vice President
4400 Main Street
Kansas City, Missouri 64111
4. Brian Schmidt, Secretary
4400 Main Street
Kansas City, Missouri 64111
5. Sheila L. Seck, Assistant Secretary
1200 Main Street, Suite 3500
Kansas City, Missouri 64105

FILED
99 JUL 30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT

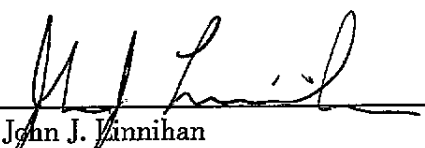
RE: **RSM McGladrey, Inc.**

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 607.0505, Florida Statutes.

Dated: July 28, 1999

C T CORPORATION SYSTEM

By


John J. Winnihan
Assistant Vice President

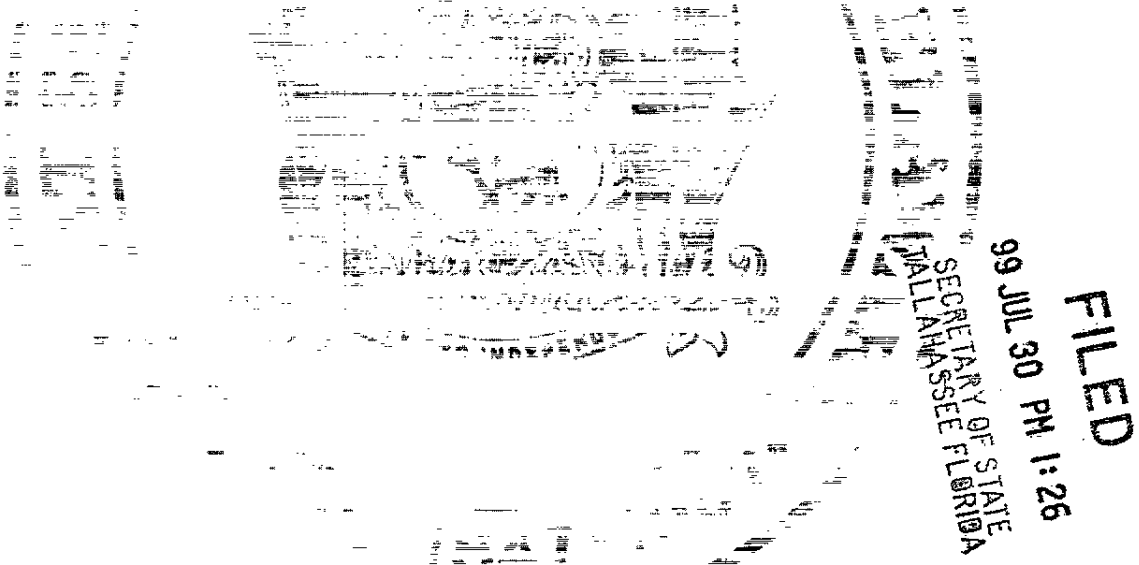
FILED
99 JUL 30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RSM MCGLADREY, INC." 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-EIGHTH DAY OF JULY, A.D. 1999.

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



FILED
99 JUL 30 PM 1:26
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

3051230 8300

AUTHENTICATION: 9891079

991311334

DATE: 07-28-99