

F98000000797

Larry E. Welch
Eugene P. Welch
William J. Dunn
Thomas A. Otepka
David M. Woodke*
Thomas A. Grennan
Howard Fredrick Hahn
Joseph L. Leahy, Jr.
John W. Hiff
Michael J. Mooney
Christopher J. Tjaden**
Ronald L. Eggers^
Jerry M. Slusky^^
Frederick D. Stehlik
G. William Smits***
Alison L. McGinn^^
Michael C. Schilken
Michael J. Whaley
John A. Svoboda^^
Kristi B. Tyler
Michael T. Gibbons
Jill K. Harker*#
Bruce J. Goracke##

LAW OFFICES
GROSS & WELCH

A PROFESSIONAL CORPORATION
800 COMMERCIAL FEDERAL TOWER

2120 SOUTH 72ND STREET

OMAHA, NEBRASKA 68124-2342

TELEPHONE (402) 392-1500

FACSIMILE (402) 392-8101

Of Counsel
Stephen M. Kuhnorn
Peter J. Whitted, M.D.

Daniel J. Gross
(1897-1958)
Harry L. Welch
(1904-1997)
Harold W. Kauffman
(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

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-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.
Joseph L. Leahy, Jr.

698-598

JLL:rfc
Enclosure
000073196/#129639

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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: W98000000598

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

Wayne G. Nielsen
Signature of either Chairman, Vice Chairman or any officer

Wayne G. Nielsen, President
Type or print name

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. American Management Services, 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. 42-1276434
(FEI number, if applicable)
4. 5-31-86
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 2-1-98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))
7. 201 Forest Glen Drive
Council Bluffs, IA 51503
(Current mailing address)
8. engage in and do any lawful act concerning any lawful business
(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)

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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Anne E Diamond

(Registered agent's signature) (Officer)

Anne E Diamond Asst. Secy.

(Type Name and Title of Officer)

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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

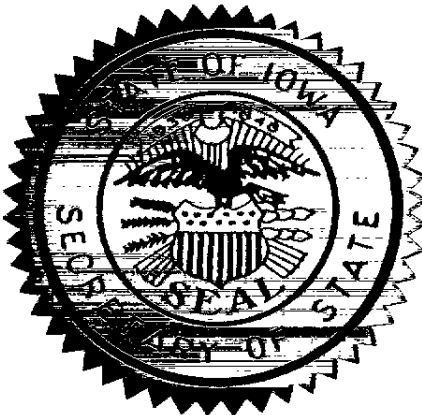
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GROSS & WELCH
ATTN: JOSEPH LEHAY JR
2120 S 72ND ST STE 800
OMAHA, NE 68124

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.

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

SECRETARY OF STATE



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