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1145 STREET
ANN ARBOR, MI 48106-1000
901-222-0393 FAX



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 051504 4720857
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
96 AUG 13 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 13, 1996
ORDER TIME : 10:44 AM
ORDER NO. : 051504
CUSTOMER NO: 4720857

CM

CUSTOMER: Mr. Robert J. Clark
Lewis Rice & Fingersh
One Petticoat Lane
1010 Walnut, Suite 500
Kansas City, MO 64106

600001927176
-08/20/96--01132--018
***1846.25 ***1846.25

FOREIGN FILINGS

NAME: ORLANDO-IM LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

RECEIVED
96 AUG 13 PM 12:13
DIVISION OF CORPORATION

CONTACT PERSON: Daniel W Leggett

Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Orlando-IM Limited Partnership
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

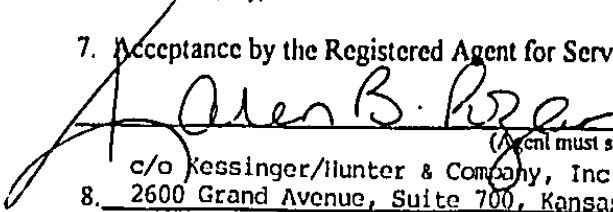
3. Missouri 4. August 12, 1996
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

 KAREN B. ROZAR, AS AGENT
(Agent must sign on this line)

c/o Kessinger/Hunter & Company, Inc.
8. 2600 Grand Avenue, Suite 700, Kansas City, Missouri 64108
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

FILE 600000 317
IMKC-Orlando Limited Partnership, 2600 Grand Ave., Ste. 700, Kansas City, MO
64108

c/o Kessinger/Hunter & Company, Inc.
10. 2600 Grand Avenue, Suite 700, Kansas City, Missouri 64108
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

FILED
26 AUG 13 PM 1:51
STATE OF MISSOURI
RECORDS & CLERK

12. c/o Kessinger/Hunter & Company, Inc.
2600 Grand Avenue, Suite 700, Kansas City, Missouri 64108
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 12, August, 19 96.

By: IMKC-Orlando Limited Partnership, a Missouri limited partnership, as General Partner
By: LEAWOOD OFFICES CORPORATION, a Missouri corporation, as General partner

Gil Bourk
~~XXXXXXXXXXXX~~
Gil Bourk, Vice President

STATE OF Missouri

COUNTY OF Jackson

On this 12 day of August, 19 96, Gil Bourk

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____

Debra A. Jarrett
(Notary Public Signature)

Debra A. Jarrett
(Notary's Printed Name)

Seal

My Commission Expires April 23, 2000
Debra A. Jarrett
Notary Public State of Missouri
County of Jackson

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Gil Bourk, Vice President of Leawood Offices Corporation, as General Partner of IMC-Orlando Limited Partnership, a general partner of Orlando-IN Limited Partnership, a (an) Missouri limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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95 AUG 13 PM 1:51
NOTARY PUBLIC
STATE OF MISSOURI

1. The amount of capital contributions of the limited partners is \$ 3,300,000 .
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,300,000 .

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 12 day of August, 1996 .

By: IMC-Orlando Limited Partnership, a Missouri limited partnership, as General Partner
By: LEAWOOD OFFICES CORPORATION, a Missouri corporation, as General Partner

Gil Bourk

~~General Partner~~

Gil Bourk, Vice President

STATE OF Missouri

COUNTY OF Jackson

On this 12 day of August, 1996, Gil Bourk

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Debra A. Jarrett

(Notary Public Signature)

Debra A. Jarrett

(Notary's Printed Name)

Debra A. Jarrett

Notary Public State of Missouri

County of Jackson

My Commission Expires April 23, 2000

Seal

My Commission