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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. Morgan-Chase Company
(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. 43-1482941
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/18/88 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 611 N. 10th St., 7th Floor
St. Louis, MO 63101
(Current mailing address)
8. Consulting
(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: Joseph T. Farrell
- Office Address: 3260 Casey Key Rd.
Nokomis, Florida, 34275
(Zip code)

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TALLAHASSEE, FLORIDA

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.


(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stephen J. Wulf

Address: 611 N. 10th St., 7th Floor

St. Louis, MO 63101

Director: Joseph T. Farrell

Address: 3260 Casey Key Rd.

Nokomis, FL 34275

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

President: Stephen J. Wulf

Address: 611 N. 10th St., 7th Fl.

St. Louis, MO 63101

Vice President: Joseph T. Farrell

Address: 3260 Casey Key Rd.

Nokomis, FL 34275

Secretary: Stephen J. Wulf

Address: 611 N. 10th St., 7th Fl.

St. Louis, MO 63101

Treasurer: Stephen J. Wulf

Address: 611 N. 10th St., 7th Fl.

St. Louis, MO 63101

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

13. Steph J. Wulf - PRESIDENT
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHEN J. WULF - PRESIDENT
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

No. CC0314065

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

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

MORGAN - CHASE COMPANY

was incorporated under the laws of this State on the day of APRIL, 1988, and is in good standing, having 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 4th day of AUGUST, 2000.

Rebecca McDowell Cook
Secretary of State



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA