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A Professional Corporation

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WILLIAM P. ECKELS (1946-1987)

June 5, 2000

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TERESA ANDERSON*
BRIAN R. REYNOLDS**

DENNIS A. CRAWFORD, PATENT AGENT

* ADMITTED IN MISSOURI & KANSAS
** ADMITTED IN KANSAS
+ ADMITTED IN COLORADO & MISSOURI
** ADMITTED IN COLORADO
*** ADMITTED IN MISSOURI, KANSAS & COLORADO
PATENT BAR MEMBER
ALL OTHERS ADMITTED IN MISSOURI

Florida Department of the State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301


Re: HPS Acquisition, Inc.

Dear Sir or Madam:

Enclosed herein please find the original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in the State of Florida. Also enclosed, please find our firm's check in the amount of \$70.00 to cover the filing fee. Please file the enclosed and return a file-stamped copy to my attention in the envelope provided.

Should you have any questions with respect to the enclosed, please do not hesitate to contact the undersigned at 816-374-0506. Thank you for your attention in this matter.

Very truly yours,


JEANNINE R. CAMPBELL
Paralegal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JRC/kad
Enclosure

mtu
8/28



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 16, 2000

SHUGART THOMSON & KILROY
12 WYANDOTTE PLAZA
120 WEST 12TH STREET
KANSAS CITY, MO 64105

SUBJECT: HPS ACQUISITION, INC.
Ref. Number: W00000018300

We have received your document for HPS ACQUISITION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

AS I STATED IN MY PREVIOUS LETTER THE REGISTERED AGENT MUST SIGN THE DOCUMENT.,

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 800A00040095

00 AUG 21 AM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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. HPS Acquisition, 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. Indiana

(State or country under the law of which it is incorporated)

3. 43-1231505

(FEI number, if applicable)

4. March 13, 2000

(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. 1211 Cambridge Circle Drive

Kansas City, KS 66103

(Current mailing address)

8. To sell imaging products

(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: CT Corporation System

Office Address: 1200 S. Pine Island Rd.

Plantation, Florida, 33324
(Zip code)

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SECRETARY OF STATE
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: Robert J. Gourley

Address: 1211 Cambridge Circle Drive
Kansas City, KS 66103

Vice Chairman: _____

Address: _____

Director: Elizabeth M. Gourley

Address: 1211 Cambridge Circle Drive
Kansas City, KS 66103

Director: _____

Address: _____

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

President: Steven Gryder

Address: 1211 Cambridge Circle Drive
Kansas City, KS 66103

Vice President: Thomas M. Prater

Address: 1211 Cambridge Circle Drive
Kansas City, KS 66103

Secretary: Elizabeth M. Gourley

Address: 1211 Cambridge Circle Drive
Kansas City, KS 66103

Treasurer: PLEASE SEE ATTACHED FOR ADDITIONAL OFFICERS

Address: _____

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TALLAHASSEE, FLORIDA

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)

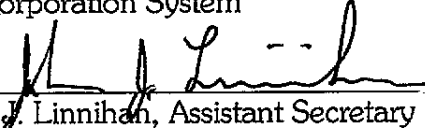
14. Rick Bray, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

CT Corporation System, located at 1200 South Pine Island Road, Plantation, FL 33324, hereby accepts appointment as Registered Agent for HPS Acquisition, Inc.

CT Corporation System

By: 
John J. Linnihan, Assistant Secretary

Date: August 8, 2000

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TALLAHASSEE, FLORIDA

Attachment to Application by Foreign Corporation for Authorization to Transact Business

HPS Acquisition, Inc.

Additional Officers:

Vice President/Chief Executive Officer: Vernon Vogel
1211 Cambridge Circle Drive
Kansas City, KS 66103

Chief Financial Officer: Rick Bray
1211 Cambridge Circle Drive
Kansas City, KS 66103

Assistant Secretary: Steven H. Goodman
120 W. 12th Street, Suite 1600
Kansas City, MO 64105

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greeting:

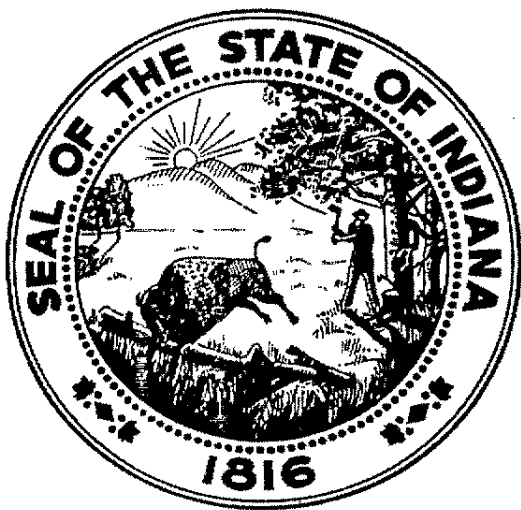
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

HPS ACQUISITION, INC.

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on March 13, 2000, and was in existence or authorized to transact business in the State of Indiana on June 26, 2000.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand
and affixed the seal of the State of Indiana, at the
City of Indianapolis, this Twenty-Sixth Day of June, 2000.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE