

F01000003461



ACCOUNT NO. : 072100000032

REFERENCE : 202945

4018F

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 78.75

FILED
01 JUN 28 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2001

ORDER TIME : 10:41 AM

ORDER NO. : 202945-010

600004449956--8

CUSTOMER NO: 4018F

CUSTOMER: Val L. Lake, Legal Assistant
Sonnenschein Nath & Rosenthal
Suite 1100
4520 Main Street
Kansas City, MO 64111

FOREIGN FILINGS

NAME: MTW CORPORATION

(Handwritten signature)

BK

XXXX QUALIFICATION (TYPE: CO)

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01 JUN 28 AM 11:31
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carla E. Lohi -- EXT# 1132

EXAMINER: _____

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TALLAHASSEE, FLORIDA
4442



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2001

CARLA LOHI
CSC

SUBJECT: MTW CORPORATION
Ref. Number: W01000014992

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RESUBMIT
Please give original
submission date as file date
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We have received your document for MTW CORPORATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being retained for the following:

The name designated in your document is unavailable since it is the same as or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable

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) 487-6051.

Tammi Cline
Document Specialist

Letter Number: 601A00039033

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned

Allan Clayton

this Resolution of the Board of Directors of

a corporation duly organized and existing under the laws of the State of Missouri

duly adopted on June 28, 2001

Be it resolved, that

MTW Corporation

existing in the State of Missouri, hereby adopts the name MTW Consulting, Inc. for use in the State of Florida.

Date: June 28, 2001

Allan R. Clayton

Chairman, Vice Chairman or any officer

Allan Clayton

Type or Print Name

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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.*

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1. MTW Corporation

(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

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

3. 43-1361743

(FEI number, if applicable)

4. 3/25/1985

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1900 Shawnee Mission Parkway, Suite 110, Mission Woods, KS 66205

(Principal office address)

1900 Shawnee Mission Parkway, Suite 110, Mission Woods, KS 66205

(Current mailing address)

Any lawful activity

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

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.

Corporation Service Company

BRIAN COURTNEY, ASST. V.P.

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. EDWARD OSSIE, CEO
(Typed or printed name and capacity of person signing application)

LIST OF OFFICERS

Ed Ossie	Chief Executive Officer
Richard Dubois	Executive Vice President, Insurance Sector
Darryl Parrish	Executive Vice President, Public Sector
Andrew Labrot	Chief Technology Officer
Allan Clayton	Chief Operating Officer
Lynn Edwards	Vice President, Product Development
Maxine Hockley	Senior Vice President, Insurance Sector
Troy Spoon	Vice President, Insurance Sector
Kevin Green	Vice President, Public Sector

LIST OF DIRECTORS

Billie Ellis	
Brent Williams	
Ed Ossie	
Dick Mueller	
John Richardson	
Darryl Parrish	Secretary
Charles Schellhorn	Advisory Director
Jeff Pfeffer	Advisory Director

Address for each of above:

Five Pine Ridge Plaza
8345 Lenexa Drive
Suite 100
Lenexa, KS 66214

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TALLAHASSEE, FLORIDA

No. . 00274405

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, MATT BLUNT, 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

MTW CORPORATION

was incorporated under the laws of this State on the 25th day of MARCH, 1985, and is in good standing, having fully 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 27th day of JUNE, 2001.


Secretary of State



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