

CT CORPORATION SYSTEM

# F01000006344

CORPORATION(S) NAME

ECR Holdings, Inc.

FILED  
01 DEC 12 PM 2:41  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input checked="" type="checkbox"/> UCC
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Photocopies	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out	<input type="checkbox"/> Will Wait	

RECEIVED  
01 DEC 12 PM 12:21  
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SECRETARY OF STATE

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/12/01

Order#: 4974681

100004720641--1

-12/12/01--01036--010

Ref#: \*\*\*\*\*78.75 \*\*\*\*\*78.75

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

BK

**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. ECR Holdings, 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. Delaware 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 15, 2001 5. Perpetual  
(Date of incorporation) (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. 4400 Main, Kansas City, MO 64111  
(Principal office address)  
4400 Main, Kansas City, MO 64111  
(Current mailing address)
8. Engage in business of acting as broker for sellers and buyers of companies  
(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 Road  
Plantation, Florida 33324  
(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.*

CT Corporation System

Charles Bry

(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: \_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Brian H. Schmidt  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian H. Schmidt, Secretary  
(Typed or printed name and capacity of person signing application)

ECR HOLDINGS, INC.

Directors

Mark A. Ernst, 4400 Main, Kansas City, MO 64111  
Frank J. Cotroneo, 4400 Main, Kansas City, MO 64111

Officers

Mark A. Ernst President  
4400 Main, Kansas City, MO 64111  
Jeffery W. Yabuki Executive Vice President  
4400 Main, Kansas City, MO 64111  
Frank J. Cotroneo Senior Vice President  
4400 Main, Kansas City, MO 64111  
Cheryl L. Givens Vice President and Treasurer  
4400 Main, Kansas City, MO 64111  
Keith Conti Chief Financial Officer  
4400 Main, Kansas City, MO 64111  
Timothy R. Mertz Assistant Treasurer  
4400 Main, Kansas City, MO 64111  
Brian H. Schmidt Secretary  
4400 Main, Kansas City, MO 64111

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SECRETARY OF STATE

State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECR HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3446048 8300

010630755

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1493485

DATE: 12-10-01

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DEC 11 2001  
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SECRETARY OF STATE  
DELAWARE