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2002 AUG -5 PM 1:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 678799 5017647
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : \$ 70.00

ORDER DATE : July 25, 2002
ORDER TIME : 10:22 AM
ORDER NO. : 678799-020
CUSTOMER NO: 5017647
CUSTOMER: Connie Walsh, Legal Assistant
Bryan Cave LLP
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, MO 63102-2750

RECEIVED
02 AUG -5 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: GARCIA ACQUISITION SUB, INC.

XXXX QUALIFICATION (TYPE: CO)

000006895700--0

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

J. BRYAN AUG 5 2002

**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. Garcia Acquisition Sub, 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. Missouri

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

3. 03-0408824

(FEI number, if applicable)

4. March 08, 2002

(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.)

1850 Borman Court

7. St. Louis, MO 63146

(Principal office address)

(Current mailing address)

Management of unemployment compensation costs. To engage in any act or activity for which corporations may be organized.

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

(City)

, Florida 32301

(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

By: Louise B. Smith

Louise B. Smith
Asst. V.P.

(Registered agent's signature)

Assistant Vice President

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: _____

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

13. Thomas C. Werner

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas C. Werner, Assistant Secretary

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

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UNION CITY CORPORATIONS
TALLAHASSEE, FLORIDA

**OFFICERS AND DIRECTORS
OF
GARCIA ACQUISITION SUB, INC.**

OFFICERS:

President and Chief Executive Officer

William C. Canfield
1850 Borman Court
St. Louis, MO 63146

Vice President and Secretary

Craig N. Cohen
1850 Borman Court
St. Louis, MO 63146

Assistant Secretary

Thomas C. Werner
1850 Borman Court
St. Louis, MO 63146

Assistant Secretary

L. Keith Graves
1850 Borman Court
St. Louis, MO 63146

DIRECTORS:

William C. Canfield
1850 Borman Court
St. Louis, MO 63146

Craig N. Cohen
1850 Borman Court
St. Louis, MO 63146

Thomas C. Werner
1850 Borman Court
St. Louis, MO 63146

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WILSON & CORPORATION'S
TALLAHASSEE, FLORIDA

No. 00506437

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

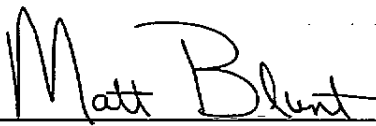
2002 AUG -5 PM 1:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

GARCIA ACQUISITION SUB, INC.

was incorporated under the laws of this State on the 18th
day of MARCH, 2002, 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
29th day of JULY, 2002.


Secretary of State

