

F02 00000543.

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

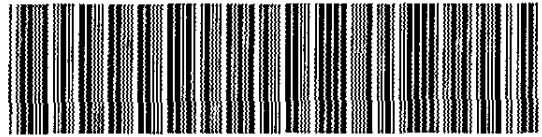
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TALLAHASSEE, FLORIDA

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F02-5439  
OK



ACCOUNT NO. : 072100000032

REFERENCE : 798194 4375876

AUTHORIZATION

COST LIMIT : \$ 70.00

*Patricia Pizuto*

ORDER DATE : October 30, 2002

ORDER TIME : 11:03 AM

ORDER NO. : 798194-010

CUSTOMER NO: 4375876

CUSTOMER: Ms. Tammy Pagan  
Lewis Rice & Fingersh, L.C.  
500 North Broadway  
Suite 2000  
St. Louis, MO 63102

FOREIGN FILINGS

NAME: I & I HOLDING COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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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. I & I Holding 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. Delaware

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

3. Applied for

(FEI number, if applicable)

4. October 28, 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.)

7. 717 Jamestown Lane, Naples, Florida 34108

(Principal office address)

717 Jamestown Lane, Naples, Florida 34108

(Current mailing address)

Custom interior design and other real estate development and related services;  
and to transact any and all lawful businesses as provided under the General

8. Corporation Law of Delaware and permitted by the laws of the State of Florida.

(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: Steven P. Dix

Office Address: 717 Jamestown Lane

Naples, Florida 34108

(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.*

Steven P. Dix

(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Steven P. Dix

Address: 717 Jamestown Lane  
Naples, Florida 34108

Vice Chairman:

Address:

Director: D. Dwaine Murphy

Address: VIA  
1469 Villa Portofino  
Naples, Florida 34108

Director:

Address:

B. OFFICERS

President: Steven P. Dix

Address: 717 Jamestown Lane  
Naples, Florida 34108

Vice President: D. Dwaine Murphy

Address: VIA  
1469 Villa Portofino  
Naples, Florida 34108

Secretary: D. Dwaine Murphy

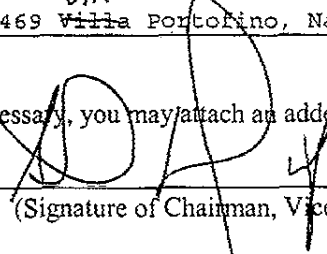
Address: VIA  
1469 Villa Portofino, Naples, Florida 34108

Treasurer: D. Dwaine Murphy

Address: VIA  
1469 Villa Portofino, Naples, Florida 34108

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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. Steven P. Dix, President

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

# Delaware

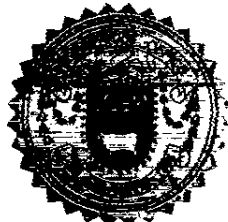
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "I & I HOLDING COMPANY" 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 TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "I & I HOLDING COMPANY" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2002.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3584709 8300

AUTHENTICATION: 2058067

020664892

DATE: 10-28-02