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00855-00310-02963

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status 1

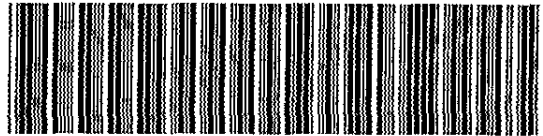
Special Instructions to Filing Officer:

3/24 FOR CORP

CC + LUS

W03-4672

Office Use Only



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08/17/03--01073--020 \*\*87.50

Resolution

03/17/03 11:10:42

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VenVest, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kenneth E. Armstrong

(Name of Person)

VenVest of Florida. L.L.C.

(Firm/Company)

Suite 506, 2 N. Tamiami Trail

(Address)

Sarasota, Florida 34236

(City/State and Zip code)

For further information concerning this matter, please call:

Kenneth E. Armstrong

(Name of Person)

at ( 941 ) 366-9692

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☒ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 18, 2003

KENNETH E. ARMSTRONG  
VENVEST OF FLORIDA, L.L.C.  
2 N. TAMiami TRAIL, SUITE 506  
SARASOTA, FL 34236

SUBJECT: VENVEST, INC.  
Ref. Number: W03000004672

We have received your document for VENVEST, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 403A00010596

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned KENNETH E. ARMSTRONG, do hereby certify  
(Name)

that this Resolution of the Board of Directors of VenVest, Incorporated

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

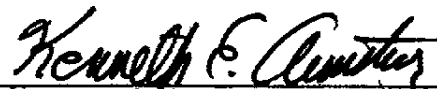
was duly adopted on March 17, 2003.

Be it resolved, that VenVest, Incorporated,  
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

VenVest Ventures, Inc. for use in Florida.

Dated: March 17, 2003



Signature of either Chairman, Vice Chairman or any officer

Kenneth E. Armstrong, General Counsel & Secretary  
Type or print name

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**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. VenVest, 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. 43-1829225  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/15/98 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. 7777 Bonhomme, Suite 1800, Clayton, MO 63105  
(Principal office address)  
7777 Bonhomme, Suite 1800, Clayton, MO 63105  
(Current mailing address)
8. Any valid purpose  
(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: Kenneth E. Armstrong  
Office Address: Suite 506, 2 N. Tamiami Trail  
Sarasota, Florida 34236  
(City) (Zip code)

FILED  
03 MAR 26 AM 10:12  
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:

A. DIRECTORS

Chairman: James Abrams  
Address: 2 N. Tamiami Trail, Suite 506  
Sarasota, FL 34236

Vice Chairman:  
Address:

Director: John Young  
Address: 13950 Switzer  
Overland Park, KS 66221

Director: Thomas Hopkins  
Address: 8224 Golf Drive  
Scottsdale, AZ 85252

B. OFFICERS

President: James Abrams  
Address: 2 N. Tamiami Trail, Suite 506  
Sarasota, FL 34236

Vice President:  
Address:

Secretary: John Young  
Address: 13950 Switzer, Overland Park, KS 66221

Treasurer: Patricia Myers  
Address: 7777 Bonhome, Suite 1800, Clayton, MO 63105

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

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

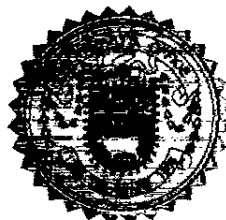
14. James Abrams, President  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENVEST, 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2003.



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

2939163 8300

AUTHENTICATION: 2257283

030075185

DATE: 02-13-03