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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

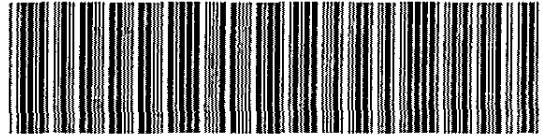
(Business Entity Name)

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SPENCER FANE

BRITT & BROWNE LLP

ATTORNEYS & COUNSELORS AT LAW

LORI ANN ARNOLD
PARALEGAL
DIRECT DIAL: (816) 292-8243
lamold@spencerfane.com

File No. 3285001.1

December 28, 2004

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

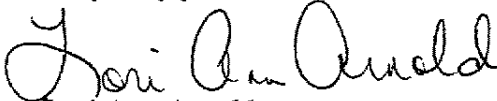
Re: NCM Associates, Inc.

Dear Clerk:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced entity. A Missouri Certificate of Good Standing and our check in the amount of \$87.50 for the filing fee are enclosed.

Please return a file-stamped copy of the document to me in the enclosed envelope. If you have any questions, please call me.

Very truly yours,


Lori Ann Arnold

LAA/ah
Enclosures

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1000 Walnut Street, Suite 1400
Kansas City, Missouri 64106-2140

(816) 474-8100 www.spencerfane.com Fax (816) 474-3216

WA 788119.1

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. NCM Associates, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Missouri 3. 44-0648371 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/30/58 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon registration (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10551 Barkley, Suite 200, Overland Park, KS 66212 (Principal office address)

10551 Barkley, Suite 200, Overland Park, KS 66212 (Current mailing address)

The corporation is formed for profit for the purpose of conducting or engaging in any lawful business or activities for which corporations may be organized under the

8. General and Business Corporation Law of Missouri, or any successor law thereto. (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 NOT acceptable)

Name: CF Corporation System

Office Address: 1200 South 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.

PETER F. SOUZA ASSISTANT SECRETARY

(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:

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A. DIRECTORS

Chairman: Jeff Lampton

Address: 808 W. Blue Ridge
Kansas City, MO 64145

Vice Chairman: Scott Norman

Address: 297 Regal Drive
Lawrenceville, GA 30045

Director: Bob Sloan

Address: 27 Coventry Court
Prairie Village, KS 66208

Director: Gary McKee Fred O'Halloran

Address: 7202 Leqler St. 4028 NE 57th Terr
Shawnee, KS 66217 Gladstone, MO 64119

B. OFFICERS

President: Tony Noland

Address: 9832 Sagamore Rd
Leawood, KS 66206

Vice President: Jeff Lampton (see attached addendum for add'l officers)

Address: 808 W. Blue Ridge
Kansas City, MO 64145

Secretary: Bob Sloan

Address: 27 Coventry Court, Prairie Village, KS 66208

Treasurer: Bob Sloan

Address: same as above

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

13. *Tony Noland*
(Signature of Director or Officer listed in number 12 of the application)

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

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Additional Officers

Scott Norman, Vice President
297 Regal Drive
Lawrenceville, GA 30045

Gary McKee, Vice President
7202 Legler Street
Shawnee, KS 66217

Fred O'Halloran, Vice President
4028 NE 57th Terr
Gladstone, MO 64119

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