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September 21, 1995

A MEMBER OF GLOBALEX
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Federal Express
Division of Corporations
New Filings Section
409 E. Gaines St.
Tallahassee, FL 32399

Re: Authorization to Transact Business in Florida - Gary M. Reynolds and Associates, Inc.

Dear Sir/Madam:

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida for Gary M. Reynolds and Associates, Inc., a Wisconsin corporation. Also enclosed is a certificate of good standing and a check in the amount of \$122.50 representing the filing fee and fees for the designation of registered agent and one certified copy of same. Please return the confirmation of filing letter and certified copy to the undersigned. If you have any questions concerning this matter please do not hesitate to contact me.

Very truly yours,

Sherry D. Logsdon
Legal Assistant

SDL

Enclosures

cc: Vitauts M. Gulbis, Esq., w/o/encl.
Ms. Sharon Casey, w/o/encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 25 AM 9:00

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. GARY M. REYNOLDS AND ASSOCIATES, INC.
(Name of corporation: must including 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. WISCONSIN 3. 39-1451240
(State or county under the laws of which it is incorporated) (FEI number, if applicable)
4. September 12, 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 27, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156 F.S.))
7. 16535 West Bluemound, Suite 230
Brookfield, Wisconsin 53005
(Current mailing address)
8. Marketing Promotion
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name of street address of Florida registered agent:

Name: F&L CORP.
Office Address: The Greenleaf Building, 200 Laura Street
Jacksonville, Florida, 32202-3527
(Zip Code)
10. Registered agent 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.

F&L CORP.



(Registered agent's signature(s) (Officer))

Martin A. Traber, Partner
(Type Name and Title of Officer)

95 OCT 20 AM 9:00
SECTION 607.1503
FEDERAL REGISTER

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: N/A
Address: _____

Vice Chairman: N/A
Address: _____

Director: Gary M. Reynolds
Address: 16535 West Bluemound Road, Suite 230
Brookfield, WI 53005

Director: Sharon Casey
Address: 16535 West Bluemound Road, Suite 230
Brookfield, WI 53005

SECRET
DIVISION OF STATE
OCT 26 AM 9:00

B. OFFICERS

President: Gary M. Reynolds
Address: 16535 West Bluemound Road, Suite 230
Brookfield, WI 53005

Executive Vice President: Sharon Casey
Address: 16535 West Bluemound Road, Suite 230
Brookfield, WI 53005

Secretary: Sharon Casey
Address: 16535 West Bluemound Road, Suite 230
Brookfield, WI 53005

Treasurer: Sharon Casey
Address: 16535 West Bluemound Road, Suite 230
Brookfield, WI 53005

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

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

14. SHARON CASEY
(Typed or printed name and capacity of person signing application)

United States of America
State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, do hereby certify that

GARY M. REYNOLDS AND ASSOCIATES, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is September 12, 1983.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 25 AM 9:09

I further certify that said corporation has, during its most recently completed report year, filed with this office an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on October 24, 1995



Douglas La Follette

DOUGLAS LA FOLLETTE
Secretary of State

BY: *[Signature]*

The above certificate contains the statements prescribed by the Wisconsin Business Corporation Law for a certificate of status. Under current law, the status of a corporation is not described in terms of "good" or "bad" standing.