

F9500005619

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Midwest Asset Management, Inc.
(Name of corporation - must include suffix)

300001641113
-11/20/95--01007--009
*****78.75 *****78.75

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:

Warren G. Craig
(Name of Person)

Midwest Asset Management, Inc.
(Firm/Company)

12118 North Loop Road
(Address)

San Antonio, Texas 78216
(City/State/Zip)

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mtm

Should you need to call someone concerning this matter, please call:

Warren G. Craig
(Name of Person)

at (210-) 490-8765
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
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. Midwest Asset Management, 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

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

3. 74-2758465

(FEI number, if applicable)

4. Jul 16, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Dec 1, 1995

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 12118 North Loop Road

San Antonio, Texas 78216

(Current mailing address)

8. Real Estate

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Warren Craig

Office Address: 4522 Spruce Street

Tampa, Florida, 33607

10. Registered agent's acceptance:

(Zip Code)

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.

Warren Craig

(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

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Warren G. Craig

Address: 4522 Spruce Street Tampa, Florida 33607

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Warren G. Craig

Address: 4522 Spruce Street
Tampa, Florida 33607

Vice President: Keith K. Mohan

Address: 4522 Spruce Street
Tampa, Florida 33607

Secretary: James G. Williams

Address: 4522 Spruce Street
Tampa, Florida 33607

Treasurer: Audrey Garner

Address: 4522 Spruce Street Tampa, Florida 33607

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

13. Warren G. Craig

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

14. Warren Craig, President

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

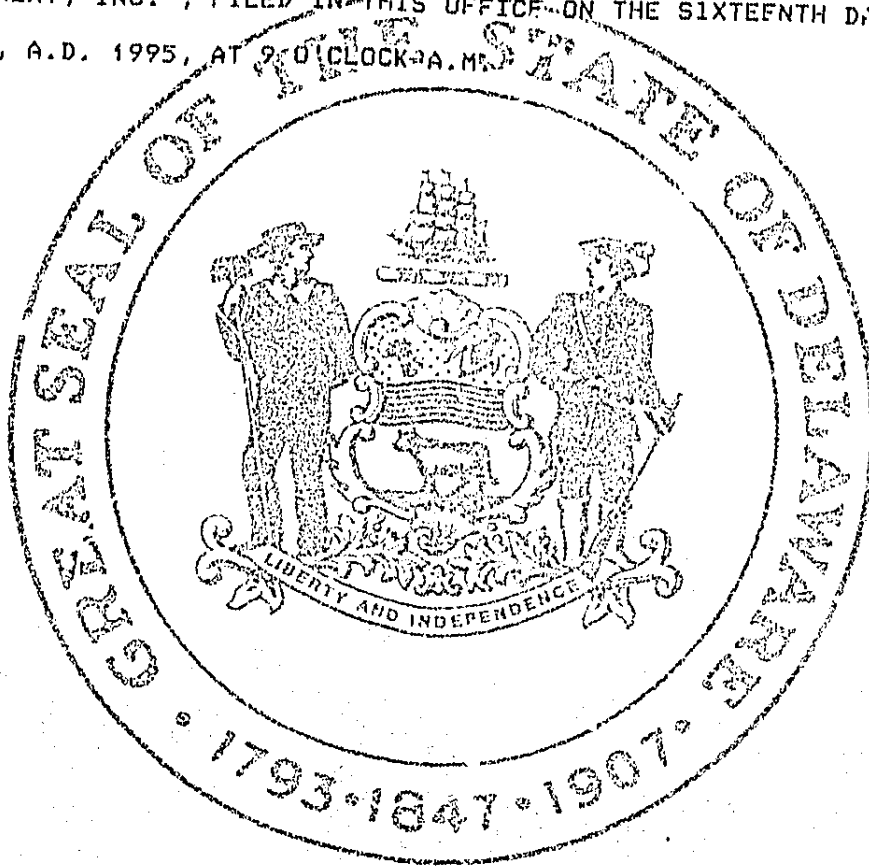
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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MIDWEST ASSET MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 1995, AT 2 O'CLOCK A.M.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7702454

DATE: 11-07-95