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Ch2E031 (1-89)

#### RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Frederick O. Hanser, Director	, do hereby certify
that this Resolution of the Board of Directors of Gateway Grou	p. Inc.
a corporation duly organized and existing under the laws of the	State of Missouri
was duly adopted on <u>January 23</u> , 19 96.	
Resolved, that Gateway Group, Inc.	organized
and existing in the State of Missouri	, hereby adopts the
name Gateway Florida, Inc.	for use in Florida.
Dated: January 25, 1996	
Signalur	to of at least one director

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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.	1. GATEWAY GROUP, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a nature or partnership if not so contained in the name at present.)	
2	2. Himmouri 3. 43-1730186	
	(State or country under the law of which it is incorporated) (FEI number, if app	ilcable)
4.	4. October 31, 1995  (Date of incorporation)  5. Perpetual  (Duration: Year corp. will cease to exist or "perp	etual")
6.	8. Upon Qualification (Date first transacted business in Florida. (See sections 807.1501, 807.1502, and 817.158, F.S.))	SECRE
7.	7. 5 Rio Vista Drive, St. Louis, Missouri 63124	
	(Current mailing address)	SIATE
8.	3. <u>Hanagement of a limited partnership.</u> (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)	
9.	3. Name and street address of Florida registered agent:	
	Name: C T Corporation System	
	Office Address: Island Road	
	Plantation Florida, 33324 (Zip Code)	·
He de fur	10. Registered agent acceptance: Idealized agent acceptance: Idealized been named as registered agent and to accept service of process for the above stated corporation a Idealized in this application. I hereby accept the appointment as registered agent and agree to act in tills Interpreted to comply with the provisions of all statutes relative to the proper and complete performance of Idealized the interpreted agent.  C. Corporation System  (Registered agent's signature) (Officer)	cepacityI-
(F	FL - 2189 - 11/19/94) Jonathan L. Miles, Assistant Secretary (Type Name and Title of Officer)	

- 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: William O. Dawitt. Jr.
	Address: <u>596</u> ; <u>brake</u>
	Cincinnati, Ohio 45243
	Vice Chairman:
	Address:
	Director: Frederick O. Hanser
	Address: 5 Rio Vista Drive
	St. Louis, Missouri 63124
	Director: Andrew N. Baur
	Address: 501 Barnes Road
	St. Louis, Hissouri 63124
B.	OFFICERS
	President: See attached list of officers
	Address:
	Vice President:
	Address:
	Secretary:
	Address:

Treasurer:	•	· .
Address:		
	·	
NOTE: If necessary, you may attach an adden and/or directors.	ndum to the application listing add	litional officer
13. Lula Vience		
(Signature of Chairman, Vice Chairman, or a application)	iny officer listed in number 12 of t	he
4. Frederick O. Hanser, President		
<ul> <li>(Typed or printed name and capacity of pers)</li> </ul>	on signing application)	

SECRETARY OF STATE DIVISION OF CORPORATIONS

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### Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

## Officers of GATEWAY GROUP, INC.

- 1. Frederick O. Hanser, President 5 Rio Vista Drive St. Louis, Missouri 63124
- William O. DeWitt, Jr., Vice President 5695 Drake Cincinnati, Ohio 45243
- 3. Andrew N. Baur, Secy/Treasurer 501 Barnes Road St. Louis, Missouri 63124
- 4. William O. Dewitt, Jr., CEO 5965 Drake Cincinnati, Ohio 45243

SECRETARY OF STATE DIVISION OF CORPORATIONS

2202626

STATE OF MISSOURI



#### Rebecca McDowell Cook Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT GATEWAY GROUP, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 31ST DAY OF OCTOBER, 1995, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 25TH DAY OF JANUARY, 1996.



