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F96000005134

ACCOUNT NO. : 072100000032

REFERENCE : 109455 4188E

AUTHORIZATION *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : October 4, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 109455

CUSTOMER NO: 4188E

700001065347

CUSTOMER: Ms. Nancy J. Cavallaro
Bryan Cave LLP
3500 Kansas City Place
1200 Main Street
Kansas City, MO 64105

FOREIGN FILINGS

NAME: TRIAX INTERNATIONAL, INC.

FILED
96 OCT -4 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX: QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

RECEIVED
96 OCT -4 AM 11:25
DIVISION OF CORPORATION

**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. Triax International, 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. 48-1189313
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9 /23/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 9325 Pflum
Lenexa, Kansas 66215
(Current mailing address)
8. Investment, management and consulting services
(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Herbert D. Skipper, as 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.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: William E. Ruppert

Address: 360 Gulf of Mexico Drive, Unit 323
Long Boat Key, Florida 34228

Vice Chairman: _____

Address: _____

Director: William E. Ruppert

Address: 360 Gulf of Mexico Drive, Unit 323
Long Boat Key, Florida 34228

Director: _____

Address: _____

B. OFFICERS

President: William E. Ruppert

Address: 360 Gulf of Mexico Drive, Unit 323
Long Boat Key, Florida 34228

Vice President: Sandra K. Ruppert

Address: 360 Gulf of Mexico Drive, Unit 323
Long Boat Key, Florida 34228

Secretary: Veda Landon

Address: 9325 Pflumm
Lenexa, Kansas 66215

Treasurer: _____

Address: _____

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

13.


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

14.

William E. Ruppert, President

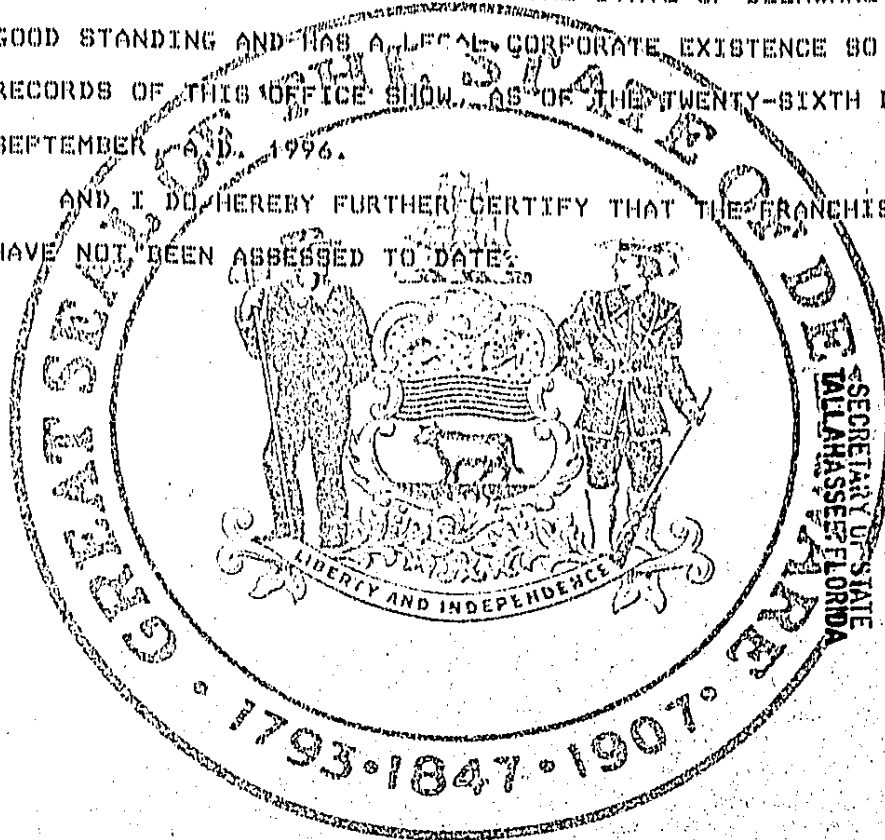
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIAX INTERNATIONAL, 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 TWENTY-SIXTH DAY OF SEPTEMBER A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



96 OCT -4 PM 1:16

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2665913 8300

960280720

AUTHENTICATION:

8122647

DATE:

09-26-96