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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

GTS Partner, Inc.

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*****70.00 *****70.00

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DIVISION OF CORPORATIONS
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**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. GTS PARTNER, 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. Missouri

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

3. 33-2539124
(FEI number, if applicable)

4. April 28, 1994

(Date of Incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156,

7. 14180 Dallas Parkway, Suite 618, Dallas, Texas 75240

(Current mailing address)

8. To serve as a general partner in a limited partnership formed to operate and operate

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

J L Miles, Assistant Secretary

(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Cheryl A. Taylor - VP-Finance & Administration
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Cheryl A. Taylor
(Typed or printed name and capacity of person signing application)

GTS PARTNERS, INC.
OFFICERS & DIRECTORS

Officers:

NAME	POSITION	ADDRESS	PHONE	SSN
James H. Levi	President, CEO, and Secretary	85 Larchmont Larchmont, NY 10538	(914)834-5500	032-28-9197
Stanley R. Herndon	V.P. Buying	8805 Fenchurch Dallas, TX 75238	(214)341-4516	561-82-7034
Michael Glazer	V.P. Real Estate	11726 Serama Des Peres, MO 63131	(314)965-4512	492-52-6417
Jim Llewellyn	V.P. Operations	1823 Sandlewood Grapevine, TX 76051	(817)488-3438	356-74-7105
Cheryl Taylor	V.P. Finance & Administration	1319 Savoy Carrollton, TX 75006	(214)392-1599	459-51-7130

Directors:

NAME/DOB	ADDRESS	PHONE/FAX
James H. Levi	see above	
Jack Schultz 01/24/37	P.O. Box 1106 - Horseshoe Farm or 142 Wilton Rd.W. Ridgefield, CT 06877	(203)438-3852(ph) (203)438-3852(fax)
Bob Warner 12/23/20	1015 Nautilus Lane Manaroneck, NY 10543	(914)698-4462(ph) (914)698-5269(fax)
Joel Pollack 05/14/39	1150 Benedict Canyon Dr. Beverly Hills, CA 90210	(310)271-1047(ph) (310)271-0776(fax)
Charles Tureen 12/20/30	101 South Hanley St. Louis, MO 63105	(314)862-1200(ph) (314)862-1219(fax)

NOTE: All Officers and Directors receive monetary compensation for their services.

No. 00395280

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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
GTS PARTNER, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 28TH DAY OF APRIL, 1994, 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 26TH DAY OF SEPTEMBER, 1996.



Rebecca McDowell Cook
Secretary of State