

F96000006753

Document Number Only

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

SECRETARY OF STATE
DIVISION OF CORPORATIONS
-12/24/96--01100--007
*****70.00 *****70.00

cc Petrus Corp.

12/24

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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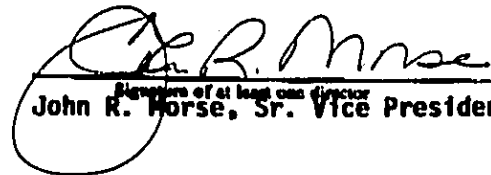
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned John R. Morse, do hereby certify that this Resolution of the Board of Directors of PETRUS CORPORATION, a corporation duly organized and existing under the laws of the State of Kansas, was duly adopted on Dec. 20, 19 96.

Resolved, that PETRUS CORPORATION organized and existing in the State of Kansas, hereby adopts the name Petrus Realty Corporation for use in Florida.

Dated: 12/20/96



Signature of at least one Director
John R. Morse, Sr. Vice President

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(FLA. - 2091 - 4/5/95)

**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. Potrus Corporation
(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. Kansas (State or country under the law of which it is incorporated)
3. 48-1192221 (FEI number, if applicable)
4. 12/14/96 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. 12/14/96 (Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 8100 E. 22nd St. North, Bldg. 500
Wichita, KS 67226
(Current mailing address)
8. Real estate development and operation of golf course
(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:

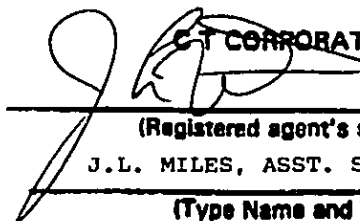
Name: C.T. CORPORATION SYSTEM

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 obligations of my position as registered agent.


C.T. CORPORATION SYSTEM
(Registered agent's signature) (Officer)
J.L. MILES, ASST. 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

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED

President: _____

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. *John R. Morse*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John R. Morse, Senior Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS
OF
PETRUS CORPORATION

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Telephone</u>
Chairman, CEO & Dir.	Rolf E. Ruhfus	8100 E. 22nd, Bldg. 500 Wichita, KS 67226	(316) 681-5100
President	B. Anthony Isaac	Same	Same
Sr. V.P., CFO/ Treasurer & Dir.	Roy R. Baker	Same	Same
Exec. V.P.	Don R. Marvin	Same	Same
Sr. V.P./Secretary	John R. Morse	Same	Same
Sr. V.P.	Robert E. Mossburg	Same	Same
Sr. V.P.	Edmund J. Socha	Same	Same

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

PETRUS CORPORATION

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 11th day of December, A.D. 1996 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
19th day of December, A.D. 1996



RON THORNBURGH
SECRETARY OF STATE

FILED
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