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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HRW, Inc. of Kansas
(Name of corporation - must include suffix)

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

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:

Paul S. Bertrand
(Name of Person)
HRW, Inc.
(Firm/Company)
9325 Pflumm
(Address)
Lenexa, KS 66215
(City/State/Zip)

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

Paul S. Bertrand at (913) 492-1180
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Chairman, do hereby certify
that this Resolution of the Board of Directors of HRW, Inc.

a corporation duly organized and existing under the laws of the State of Kansas,
was duly adopted on January 5, 19 98.

Resolved, that HRW, Inc., organized
and existing in the State of Kansas, hereby adopts the
name HRW, Inc. of Kansas
for use in Florida.

Dated: January 5, 1998


Signature of at least one director

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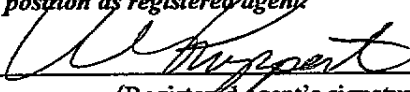
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. HRW, 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. Kansas 3. 48-1087495
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5-22-90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 5, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 360 Gulf of Mexico Drive, Unit 323
Longboat Key, FL 34228
(Current mailing address)
8. Holding/Investment Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: William Ruppert
- Office Address: 360 Gulf of Mexico Drive, Unit 323
Longboat Key, Florida, 34228
(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.


(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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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: William Ruppert

Address: 360 Gulf of Mexico Drive, Unit 323

Longboat Key, FL 34228

Vice Chairman: Lewis E. Wagner

Address: 6760 N. Park

Gladstone, MO 64118

Director: Geoffrey O. Hartzler

Address: 2600 Verona Road

Mission Hills, KS 66208

Director:

Address:

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

President: William Ruppert

Address: 360 Gulf of Mexico Drive, Unit 323

Longboat Key, FL 34228

Vice President: Geoffrey O. Hartzler

Address: 2600 Verona Road

Mission Hills, KS 66208

Secretary: Veda M. Landon

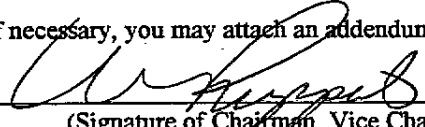
Address: 9325 Pflumm

Lenexa, KS 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 Ruppert
(Typed or printed name and capacity of person signing application)

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

HRW, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 22nd day of May, A.D. 1990 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
29th day of December, A.D. 1997



RON THORNBURGH
SECRETARY OF STATE

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