

F98000001790

9-25-98

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Liberty Investment Services, Inc.

(Name of corporation - must include suffix)

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:

Brett L. Foster, General Counsel

(Name of Person)

Liberty Investment Services, Inc.

(Firm/Company)

2251 Rombach Avenue

(Address)

Wilmington, OH 45177

(City/State/Zip)

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

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-03/30/98--01045--005
*****70.00 *****70.00

Elizabeth F. Hart, Paralegal at (937) 382-1000, ext 3451

(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 PM 2:17

**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. Liberty Investment Services, 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. Ohio 3. 31-0909334
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 23, 1977 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Pending certificate of authority
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2251 Rombach Avenue, Wilmington, OH 45177
(Current mailing address)

8. Financial services
(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: Thomas Spatola

Office Address: 544 S. Washington Boulevard
Sarasota, Florida, 34236
(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.

SEE ATTACHED ACCEPTANCE

(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)

SEE ATTACHED LISTING OF OFFICERS AND DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

SEE ATTACHED LISTING OF OFFICERS AND DIRECTORS

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. _____

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

14. John H. Powell, Senior Vice President & Secretary

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

Liberty Investments Services, Inc.

2251 Rombach Avenue P.O. Box 1000 Wilmington, OH 45177-1000 (937)382-1000
Fax (937-382-7174)

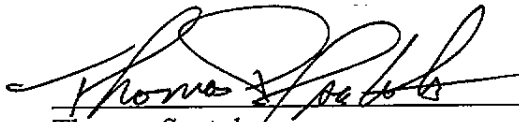
March 12, 1998

Qualification/Tax Lien section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Liberty Investment Services, Inc.,: Registered Agent

Dear Sir or Madam;

The undersigned, Thomas Spatola, 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.



Thomas Spatola
544 S. Washington Boulevard
Sarasota, FL 34236

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LIBERTY INVESTMENT SERVICES, INC.

OFFICERS AND DIRECTORS

DIRECTORS

James R. Powell, Chairman
2251 Rombach Avenue
Wilmington, OH 45177

John H. Powell
2251 Rombach Avenue
Wilmington, OH 45177

William F. Kramer
2251 Rombach Avenue
Wilmington, OH 45177

Robert E. Reed
5335 Far Hills Avenue
Dayton, OH 45429

Suzan D. Kranjc
2251 Rombach Avenue
Wilmington, OH 45177

Kirk E. Huggins
475 17th Street
Denver, CO 80202-4012

OFFICERS

James R. Powell
2251 Rombach Avenue
Wilmington, OH 45177

Chairman

Kirk E. Huggins
475 17th Street
Denver, CO 80202-4012

President

LIBERTY INVESTMENT SERVICES, INC.

OFFICERS AND DIRECTORS (continued)

OFFICERS (continued)

William F. Kramer 2251 Rombach Avenue Wilmington, OH 45177	Executive Vice President
John H. Powell 2251 Rombach Avenue Wilmington, OH 45177	Senior Vice President & Secretary
Kent R. Powel 2251 Rombach Avenue Wilmington, OH 45177	Senior Vice President & Treasurer
Suzan D. Kranjc 2251 Rombach Avenue Wilmington, OH 45177	Senior Vice President
Mary Ann Nico 2251 Rombach Avenue Wilmington, OH 45177	Vice President
Grant Parks 2251 Rombach Avenue Wilmington, OH 45177	Internal Audit Manager
Dale Zehring 2251 Rombach Avenue Wilmington, OH 45177	Controller
Brett L. Foster 2251 Rombach Avenue Wilmington, OH 45177	General Counsel
Elaine Warren 2251 Rombach Avenue Wilmington, OH 45177	Assistant Secretary

UNITED STATES OF AMERICA,
STATE OF OHIO, }
OFFICE OF THE SECRETARY OF STATE.

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show LIBERTY INVESTMENT SERVICES, INC., an Ohio Corporation, Charter No. 498488, having its principal location in Wilmington, County of Clinton, was incorporated on May 23, 1977, is currently in GOOD STANDING upon the records of this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 PM 2:18



WITNESS my hand and official
seal at Columbus, Ohio this
16th day of March, A.D. 1998

Bob Taft

Bob Taft
Secretary of State