

F980000002096

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Spencer Reed Group, 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:

Katherine Anderson  
(Name of Person)

Lathrop & Gage L.C.  
(Firm/Company)

2345 Grand Blvd., Suite 2500  
(Address)

Kansas City, Missouri 64108  
(City/State/Zip)

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

Katherine Anderson  
(Name of Person)

at ( 816 ) 460-5849  
(Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 14, 1998

KATHERINE ANDERSON  
LATHROP & GAGE L.C.  
2345 GRAND BLVD, STE 2500  
KANSAS CITY, MO 64108

SUBJECT: SPENCER REED GROUP, INC.  
Ref. Number: W98000000996

We have received your document for SPENCER REED GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 898A00002259

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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. Spencer Reed Group, 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 3. 43-1563521  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/7/90 5. perpetual  
(Date of Incorporation) (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 817.155, F.S.))
7. 6900 College Blvd., Suite 1  
Overland Park, KS 66211  
(Current mailing address)
8. to act in the area of employment services and placements for the employer and employee  
(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)

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## 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

See attached

(Registered agent's signature) (Officer)

(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**

Chairman: n/a

Address: \_\_\_\_\_

Vice Chairman: n/a

Address: \_\_\_\_\_

Director: Richard J. Plodzien

Address: 5246 Foster Avenue

Overland Park, Kansas 66202

Director: n/a

Address: \_\_\_\_\_

**B. OFFICERS**

President: Richard J. Plodzien

Address: 5246 Foster Avenue

Overland Park, Kansas 66202

Vice President: William Solon

Address: 1111 Main St., Suite 400

Kansas City, Missouri 64105

Secretary: Richard J. Plodzien

Address: 5246 Foster Avenue

Overland Park, Kansas 66202

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Treasurer: Richard J. Plodzien

Address: 5246 Foster Avenue

Overland Park, Kansas 66202

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

See addendum

13. *William T. Solon*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William T. Solon  
(Typed or printed name and capacity of person signing application)

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**ADDENDUM  
FOR  
SPENCER REED GROUP, INC.  
TO  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA**

12.  
B. Officers

Assistant Secretary: Patrick A. Moore  
Address: 1111 Main, Suite 400,  
Kansas City, MO 64105

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## ACCEPTANCE OF APPOINTMENT

RE: SPENCER REED GROUP, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: December 24, 1997

CT CORPORATION SYSTEM

By

  
John J. Linnihan, Asst. VP

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# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

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  
SPENCER REED GROUP, INC.

98 APR 14 AM 7:59

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 7TH  
DAY OF DECEMBER, 1990, 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  
31ST DAY OF DECEMBER, 1997.

*Rebecca McDowell Cook*  
Secretary of State

