

F98000004005

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002587139--4

-07/13/98--01094--013

****70.00 ****70.00

900002587139--4

-07/13/98--01094--014

***1150.00 ***1150.00

GenMark Incorporated

98 JUL 13 AM 1:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
7/14

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JUL 13 1998

Thanks,
Jeff

W98-15818



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 13, 1998

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: GENMARK OF FLORIDA INCORPORATED
Ref. Number: W98000015818

We have received your document for GENMARK OF FLORIDA INCORPORATED and your check(s) totaling \$1220.00. However, the document has not been filed and is being retained in this office for the following:

I am returning the resolution by the board of directors for Genmark of Florida Incorporated as of Florida dose not constitute a difference in the name.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00037234

Please back-date
Thur
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DIVISION OF CORPORATIONS

RECEIVED
98 JUL 14 AM 10:36
DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Bernard H Wolzenski, do hereby certify that this Resolution of the Board of Directors of GenMark Incorporated, a corporation duly organized and existing under the laws of the State of Missouri, was duly adopted on June 18, 1998.

Resolved, that GenMark Incorporated organized and existing in the State of Missouri, hereby adopts the name GenMark of Missouri Incorporated for use in Florida.

Dated: June 18, 1998

Bernard H. Wolzenski
Signature of at least one director
Bernard H Wolzenski

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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. GenMark Incorporated

(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. 43-1705397

(FEI number, if applicable)

4. November 14, 1994

(Date of incorporation)

5. Perpetual

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

6. January 22, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 670 Mason Ridge Center Drive, St. Louis, Missouri 63141

(Current mailing address)

8. See attached

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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

M.S. Green

(Registered agent's signature) (Officer)

M.S. GREEN Asst. Secy.

(Type Name and Title of Officer)

CORPORATE PURPOSE

Specifically, but not by way of limitation, the corporation may do all things necessary or appropriate to engage in the distribution of financial products and the provision of financial services, either directly or indirectly on its own behalf or on behalf of insurance and financial service organizations of all types.

Specifically, but not by way of limitation, the corporation may purchase, take, receive, subscribe or otherwise acquire, own, hold, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise deal in and with the shares or other interests in, or obligations of, other domestic and foreign corporations, associations, partnerships or individuals. The corporation may be a general or limited partner and may take such actions and transact such other businesses as are incidental to and connected with the purposes set forth above, or are common to holding companies.

Further, to exercise any and all of the powers granted to corporations by the laws of Missouri as they now exist or may hereafter be amended; to engage in any and all species of commerce or business not inconsistent with the laws of Missouri or any other state in which the corporation may be authorized to transact business.

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

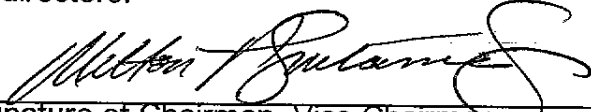
Address: _____

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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. Milton F. Svetanics, Jr., Vice President

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

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GENMARK INCORPORATED

Officers and Directors

Dona L. Barber - President and Chief Operating Officer*

Milton F. Svetanics, Jr. - Vice President, General Counsel, and Secretary**

Steven D. Anderson - Vice President and Chief Financial Officer*

Michael M. Nicholson - Senior Vice President*

Richard Boothby - Senior Vice President*

Kevin C. Eichner, Chairman of the Board
150 N. Meramec, Suite 200
St. Louis, MO 63105

Warren J. Winer - Director***

Bernard H Wolzenski - Director***

A. Greig Woodring - Director****

* 670 Mason Ridge Center Drive, St. Louis, MO 63141

** 700 Market Street, St. Louis, MO 63101

*** 13045 Tesson Ferry Drive, St. Louis, MO 63128

**** 660 Mason Ridge Center Drive, St. Louis, MO 63141

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DIVISION OF CORPORATIONS
98 JUL 13 AM 11:04

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
GENMARK INCORPORATED

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 14TH
DAY OF NOVEMBER, 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
23RD DAY OF JUNE, 1998.

Rebecca McDowell Cook
Secretary of State



98 JUL 13 AM 11:04
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