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HARLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A.  
ATTORNEYS AT LAW

KIMBERLY A. ARIAS BALD  
BARRETT S. BELL  
MICHAEL J. BERTOLINI\*\*\*  
SHELLY A. GALLAGHER  
CURTIS D. HAMLIN\*  
JOHN P. HARLEE, III  
TIMOTHY A. KNOWLES  
ADAM MOHAMMADBHOY  
JOSEPH L. NAJMY\*\*\*  
MARK A. NELSON  
GREGORY J. PORGES\*\*  
STEVEN W. PROUTY  
STEPHEN W. THOMPSON

1205 MANATEE AVE. W.  
BRADENTON, FLORIDA 34205

MAILING ADDRESS: P.O. BOX 9320  
BRADENTON, FLORIDA 34206  
TELEPHONE (941) 748-3770  
TELECOPIER (941) 746-4160  
E-MAIL: LAW@HarleePorges.com

August 11, 1998

\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*ALSO ADMITTED IN NEW YORK  
\*\*\*ALSO CERTIFIED PUBLIC ACCOUNTANT

VIA FEDERAL EXPRESS

State of Florida  
Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

300002614443-3  
-08/13/98--01005--001 3  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
300002614443-3  
-08/13/98--01005--002  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Re: *D & P Properties, Inc./Corp., a Missouri Corporation*  
*Registration of Authorization to Transact Business in Florida*  
OFN: 5389.02

W98-18399

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", original fax transmittal of "Certificate of Good Standing" evidencing good standing in Missouri and our firm's check in the amount of \$70.00 are submitted to register the above-referenced foreign corporation to transact business in Florida. The Office of the Secretary of State for the State of Missouri is mailing the original of the Certificate of Account Status to us. Upon receipt, the original will be immediately forwarded to you.

We are also enclosing our firm check in the amount of \$8.75 for issuance of a Certificate of Status. Please return the Certificate of Status and all correspondence concerning this matter to me at the above address.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Michael J. Bertolini

MJB/lis  
Enclosures

cc: Mr. Phil Williams

8/31  
FILED  
98 AUG 31 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HARLEE, FORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A.  
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August 12, 1998

\*BOARD CERTIFIED-REAL ESTATE LAWYER  
\*\*ALSO ADMITTED IN NEW YORK  
\*\*\*ALSO CERTIFIED PUBLIC ACCOUNTANT

VIA FEDERAL EXPRESS

State of Florida  
Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: *D & P Properties, Inc./Corp., a Missouri Corporation*  
*Registration of Authorization to Transact Business in Florida*  
*OFN: 5389.02*

Dear Sir or Madam:

Enclosed please find the original Certificate of Account Status received from the Office of the Secretary of State for the State of Missouri for the above-referenced corporation.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Lana Summers  
Legal Assistant to  
Michael J. Bertolini, Esq.

/s  
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 13, 1998

MICHAEL J. BERTOLINI  
HARRILLEE, PORGES, HAMLIN ET AL.  
PO BOX 9320  
BRADENTON, FL 34206

SUBJECT: D AND P PROPERTIES, INC.  
Ref. Number: W98000018399

We have received your document for D AND P PROPERTIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

PLEASE NOTE: For the purposes of name availability, corporate suffixes do not make any difference. You must adopt a different name; simply substituting "Corp." for "Inc." is not permitted. Also, the name in line 1 of your application must match your certificate from Missouri exactly; the certificate shows the name as D AND P PROPERTIES, INC. The only place your adopted name should appear is on the resolution, and not on the application itself.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 198A00042051

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August 28, 1998

\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*ALSO ADMITTED IN NEW YORK  
\*\*\*ALSO CERTIFIED PUBLIC ACCOUNTANT

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
ATTN: Lee Rivers

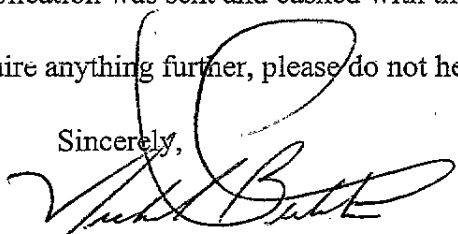
Re: *D & P Properties, Inc., a Missouri Corporation d/b/a D & P Properties  
of Missouri, Inc.*  
*Ref. No.: W98000018399*  
*Letter No.: 198A000042051*  
*OFN: 5389-04*

Dear Lee Rivers:

Pursuant to instructions in your letter dated August 13, 1998 (copy enclosed), please find enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida and a Resolution of Board of Directors adopting the name D & P Properties of Missouri, Inc. for the State of Florida. Also enclosed is our firm's check in the amount of \$52.50 to cover the filing fee for the new name. The check for the application was sent and cashed with the first application.

If you have any questions or require anything further, please do not hesitate to contact me.

Sincerely,

  
Michael J. Bertolini

MJB/lis  
Enclosures

cc: Phil Williams

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Phil Williams, do hereby certify  
(Name)

that this Resolution of the Board of Directors of D & P Properties, Inc., a Missouri  
Corporation d/b/a D & P Properties of Missouri, Inc.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Missouri,

was duly adopted on August, 19 98.

Be it resolved, that D & P Properties, Inc., a Missouri Corporation,  
(Corporate Name)

organized and existing in the State of Missouri, hereby adopts the name

D & P Properties of  
Missouri, Inc. for use in Florida.

Dated: 8-27-98

Phil Williams  
Signature of either Chairman, Vice Chairman or any officer

Phil Williams - Secretary  
Type or print name

FILED  
98 AUG 31 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

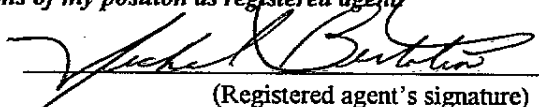
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. D and P Properties, 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. 43-1665683  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 4, 1994 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1210 North 7 Highway  
Blue Springs, MO 64014  
(Current mailing address)
8. Real Estate  
(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: Michael J. Bertolini, Esq.  
c/o Harllee Porges, Hamlin, Knowles, Bald & Prouty  
Office Address: 1205 Manatee Ave. W.  
Bradenton, Florida, 34205  
(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.

FILED  
98 AUG 31 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: Dean Walker

Address: 1616 Dana  
Blue Springs, MO 64014

Director: Phil Williams

Address: 217 NW Highland Lane  
Blue Springs, MO 64014

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

President: Dean Walker

Address: 1616 Dana  
Blue Springs, MO 64014

Vice President: \_\_\_\_\_

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

Secretary: Phil Williams

Address: 217 NW Highland Lane  
Blue Springs, MO 64014

Treasurer: Phil Williams

Address: 217 NW Highland Lane  
Blue Springs, MO 64014

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

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

14. Phil Williams - Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
98 AUG 31 AM 9:49  
SECRETARY  
TALLAHASSEE FLORIDA

# STATE OF MISSOURI



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

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

98 AUG 31 AM 9:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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  
D AND P PROPERTIES, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 4TH DAY OF FEBRUARY, 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 10TH DAY OF AUGUST, 1998.

*Rebecca McDowell Cook*  
Secretary of State

