

F990000000041

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ESI/VRX SALES DEVELOPMENT CO.

(Name of corporation - must include suffix)

000002729700--1
-01/04/99--01136--001
*****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:

KEITH J. EBLING

(Name of Person)

ESI/VRX SALES DEVELOPMENT CO.

(Firm/Company)

14000 RIVERPORT DRIVE

(Address)

MARYLAND HEIGHTS, MISSOURI 63043

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 9:03

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

KEITH J. EBLING

(Name of Person)

at (314) 770-1666, EXT 67751

(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

**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. ESI/VRX SALES DEVELOPMENT CO.

(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. DELAWARE

(State or country under the law of which it is incorporated)

3. 43-1832983

(FEI number, if applicable)

4. 11/4/98

(Date of Incorporation)

5. PERPETUAL

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

6. 1/1/99

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 14000 RIVERPORT DRIVE

MARYLAND HEIGHTS MO 63043

(Current mailing address)

8. SALES AND MARKETING

(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

, Florida, 33324

(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.

(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.

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: BARRETT A. TOAN

Address: 14000 RIVERPORT DRIVE

MARYLAND HEIGHTS, MISSOURI 63043

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: BARRETT A. TOAN

Address: 14000 RIVERPORT DRIVE

MARYLAND HEIGHTS, MISSOURI 63043

Vice President: STUART L. BASCOMB

Address: 14000 RIVERPORT DRIVE

MARYLAND HEIGHTS, MISSOURI 63043

Secretary: THOMAS M. BOUDREAU

Address: 14000 RIVERPORT DRIVE

MARYLAND HEIGHTS, MISSOURI 63043

Asst. Secretary KEITH J. EBLING

Address: 14000 RIVERPORT DRIVE, MARYLAND HEIGHTS, MISSOURI 63043

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

13.  12/15/98

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

14. KEITH J. EBLING, ASSISTANT SECRETARY

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 9:03

ACCEPTANCE OF APPOINTMENT

RE: **ESI/VRX SALES DEVELOPMENT CO.**

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 11, 1998

By

CT CORPORATION SYSTEM

Jonathan L. Miles,
Assistant Secretary

99 JAN -4 AM 9:03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESI/VRX SALES DEVELOPMENT CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2962323 8300

981502026

9488211

12-28-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 9:03