

F 99000000928

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Colliers Turley Martin Tucker Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002777890--9
-02/17/99-01043-003
*****78.75 *****78.75

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:

Mrs. Rita Speichinger
(Name of Person)
Colliers Turley Martin Tucker Company
(Firm/Company)
34 North Meramec, Suite 500
(Address)
St. Louis, MO 63105
(City/State/Zip)

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

Rita Speichinger at (314) 862-7100
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE FLORIDA
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STREET 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

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. COLLIERS TURLEY MARTIN TUCKER COMPANY
(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. 43-0955234
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 8, 1970 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. 34 NORTH MERAMEC, SUITE 500
ST. LOUIS, MO 63105
(Current mailing address)

8. REAL ESTATE BROKERAGE
(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: LAWRENCE P. GAUTIER III

Office Address: 1000 BRICKELL AVENUE, 12th FLOOR

MIAMI FL, Florida, 33131
(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.

Lawrence P. Gautier III
(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)

Chairman: Mr. Theodore R. P. Martin
Address: 782 Kent Road
St. Louis, MO 63124

Vice Chairman: Mr. Clarence M. Turley, Jr.
Address: 4 Hillvale Drive
Clayton, MO 63105

Director: Mr. Mark E. Burkhart
Address: 991 Delvin
St. Louis, MO 63141

Director: Mr. Lawrence A. Reed
Address: 64 Briarcliff
St. Louis, MO 63124

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

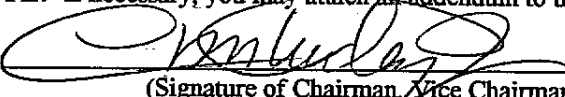
President: Mark E. Burkhart
Address: 991 Delvin Drive
St. Louis, MO 63141

Executive Vice President & CFO: Lawrence A. Reed
Address: 364 Briarcliff
St. Louis, MO 63124

Secretary: Keith E. Zeff
Address: 426 Carswold Drive
St. Louis, MO 63105

Treasurer: Mr. Mark Burkhart
Address: 991 Delvin
St. Louis, MO 63141

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. Clarence M. Turley, Jr.
(Typed or printed name and capacity of person signing application)

CTMT Board Member Addresses

12 A.

Scott A. Bazoian
818 Orpington Court
St. Louis, MO 63131

S. Frazier Bell
1012 West 66th Terrace
Kansas City, MO 64113

Mark E. Burkhart
991 Delvin
St. Louis, MO 63141

Richard E. Etzkorn
551 North Clay
Kirkwood, MO 63122

David W. Goodrich
6060 Sunset Lane
Indianapolis, IN 46208

John E. Huguenard
8493 East 500 South
Indianapolis, IN 46077

Whitney E. Kerr, Sr.
Apt. 504 Wornall Plaza Apts. 310
Kansas City, MO 64112

Michael J. Klamm
1500 Wynbrick
Liberty, MO 64068

Patrick B. Lindley
12985 Cricklewood Ct.
Carmel, IN 46033

Theodore R.P. Martin
782 Kent Road
St. Louis, MO 63124

Timothy J. Michel
12215 Windsor Drive
Carmel, IN 46033

Mr. Dean P. Mueller
13404 Pocasset Drive
St. Louis, MO 63128

Thomas E. Murray
38 Middlesex Drive
Brentwood, MO 63144

Terence P. O'Leary
8520 Briar Lane
Prairie Village, KS 66207

Lawrence A. Reed
64 Briarcliff
St. Louis, MO 63124

Frank L. Smith, Jr.
306 Clarendon
Nashville, TN 37203

Clarence M. Turley, Jr.
4 Hillvale Drive
Clayton, MO 63105

Donald R. Williams
5931 North New Jersey
Indianapolis, IN 46220

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Colliers Turley Martin Tucker Company Officers

Theodore R.P. Martin – Chairman
Clarence M. Turley, Jr. – Vice Chairman
Mark E. Burkhart – President and CEO
Lawrence A. Reed – Executive Vice President & Chief Financial Officer
Keith E. Zeff - Secretary

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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
COLLIERS TURLEY MARTIN TUCKER COMPANY

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 8TH DAY OF JULY, 1970, 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 2ND DAY OF DECEMBER, 1998.



Rebecca McDowell Cook
Secretary of State