F99000001665

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

W99-6435

Gordon International Corporation

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(x) Profit () NonProfit	() Amendment	() Merger
(x) Foreign	() Dissolution/Withdrawal	() Limited Liability Company
() Limited Partnership () Reinstatement () Fictitious Name	() Annual Report () Name Registration () UCC-1 Financing Statement	() Other () Change of R.A. () UCC-3 Filing
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CR2E031 (1-89)

CERTIFICATION OF SECRETARY
OF
GORDON INTERNATIONAL CORPORATION
TO RESOLUTION ADOPTED BY THE
BOARD OF DIRECTORS

I, Donald A. Chew, Secretary of Gordon International Corporation, a corporation organized and existing under the laws of the State of Missouri, do hereby certify that the following is a full, true and correct copy of a resolution of the Board of Directors of said corporation, duly and regularly adopted at a special meeting of the Board of Directors held by conference telephone on the 25th day of March, 1999:

> **WHEREAS**, the Corporation is notified by the Florida Department of State that the name under which it is organized in the State of Missouri and which it desires to qualify under and use in the State of Florida is in conflict with the name of an existing corporation on file with the Florida Department of State; and
>
> **WHEREAS**, the Corporation is advised by the Florida Department of State that it may qualify to do business in that state under an assumed name;
>
> **RESOLVED**, that Gordon International Corporation, organized and existing in the State of Missouri, hereby adopts the name Gordon International Corporation of Missouri, Inc. for use in the State of Florida.

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I further certify that said resolution is still in full force and effect and has not been amended or revoked.

IN WITNESS WHEREOF, I have hereunto set my hand as such Secretary and affixed the corporate seal of said corporation this 25th day of March, 1999.

[SEAL]

Donald A. Chew

Donald A. Chew, Secretary

668289.1

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. GORDON INTERNATIONAL CORPORATION
(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. 37-1108244
(FEI number, if applicable)

4. November 19, 1981
(Date of Incorporation)

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

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

7. 1217 W. 12th Street
Kansas City, Missouri 64101
(Current mailing address)

8. Engaging in bulk product sales in the lawn care industry from various locations; to do any lawful act or activity for which corporations may be organized.
(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:** (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 Exhibit A attached hereto and made a part hereof.

(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) See Exhibit B attached hereto and made a part hereof

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

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

President: See Exhibit B attached hereto and made a part hereof

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________

Address: ______________________

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

13. Richard E Martin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard E. Martin, President
(Typed or printed name and capacity of person signing application)

GORDON INTERNATIONAL CORPORATION

LIST OF OFFICERS AND DIRECTORS

OFFICERS:

W.E. Mealman, Chairman	11505 Brookwood Avenue, Leawood, KS 66211
Richard E. Martin, President	4901 Wornall Road, Kansas City, MO 64112
Richard D. Benjamin, Vice Pres.	16342 W. Briarwood Court, Olathe, KS 66062
Donald A. Chew, Sec. & Treas.	15716 W. 85th Street, Lenexa, KS 66219
Howard A. Crawford, Assist. Sec.	3103 W. 67th Terrace, Mission Hills, KS 66208

DIRECTORS:

W. E. Mealman	11505 Brookwood Avenue, Leawood, KS 66211
Glenn E. Mealman	12512 Cedar, Leawood, KS 66207
D. Suzanne M. Horner	4710 W. 83rd Terrace, Overland Park, KS 66207
Robert S. Mueller	1508 Prestwick Court, Lawrence, KS 66047
Richard E. Martin	4901 Wornall Road, Kansas City, MO 64112
Richard D. Benjamin	16342 W. Briarwood Court, Olathe, KS 66062
Richard B. Chalker	8830 Catalina Drive, Prairie Village, KS 66207
Howard A. Crawford	3103 W. 67th Terrace, Mission Hills, KS 66208
Charles R. Eatough	6848 Oak Terrace, Kansas City, MO 64113

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EXHIBIT B

ACCEPTANCE OF REGISTERED AGENT

C T CORPORATION SYSTEM acknowledges and accepts the appointment of

registered Agent for and on behalf of GORDON INTERNATIONAL CORPORATION.

Dated: March 16, 1999

C T CORPORATION SYSTEM

John J Linnihan, Asst. Vice President

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No. 00236415

STATE OF MISSOURI

SEAL OF THE SECRETARY OF STATE 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

GORDON INTERNATIONAL CORPORATION

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 19TH DAY OF NOVEMBER, 1981, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

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IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 16TH DAY OF MARCH, 1999.

Rebecca McDowell Cook

Secretary of State

THE GREAT SEAL OF THE STATE OF MISSOURI

UNITED WE STAND DIVIDED WE FALL

SALUS POPULI SUPREMA LEX ESTO

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