

F 99000003308

TRANSMITTAL LETTER

To: Qualification Tax Lien Section
Division of Corporations

SUBJECT: Dennis Garberg and Associates, Inc.
(Name of corporation - must include suffix)

200002914202--1
-06/24/99--01057--005
*****78.75 *****78.75

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:

Becky Ziegler
(Name of Person)
Polsinelli White Vardeman & Shalton
(Firm/Company)
700 West 47th Street, Suite 1000
(Address)
Kansas City MO 64112
(City/State/Zip)

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

Becky Ziegler at (816) 753-1000
(Name of Person) (Area Code & Daytime Telephone Number)

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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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

LAW OFFICES

POLSINELLI, WHITE, VARDEMAN & SHALTON

A PROFESSIONAL CORPORATION

TELECOPIER NUMBER
(816) 753-1536

Becky L. Ziegler
(816) 360-4119
bziegler@pwvs.com

1000 PLAZA STEPPES BUILDING
700 WEST 47TH STREET
KANSAS CITY, MISSOURI 64112-1802
(816) 753-1000

OTHER OFFICES IN:
OVERLAND PARK, KANSAS
ST. LOUIS, MISSOURI
TOPEKA, KANSAS
JEFFERSON CITY, MISSOURI

June 23, 1999

BY FEDERAL EXPRESS

Florida Secretary of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

Re: Application by Foreign Corporation - Dennis Garberg and Associates, Inc.

Dear Sir/Madam:

On behalf of our client, Dennis Garberg and Associates, Inc., we enclose for filing the Application by Foreign Corporation, Transmittal Letter, and Certificate of Good Standing. Our firm's check for \$78.75 is enclosed to cover the filing fee and one certified copy. Please return evidence of this filing to me. A return envelope is also enclosed.

Very truly yours,



Becky L. Ziegler
Legal Assistant

20584 / 41349
BLZIE 681686

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. Dennis Garberg and Associates, 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. Kansas (State or country under the law of which it is incorporated)
3. 48-0926118 (FEI number, if applicable)

4. September 30, 1981 (Date of incorporation)
5. Perpetual (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. 10561 Barkley Suite 300 Overland Park KS 66212
(Current mailing address)

8. Coordination of distribution of samples & coupons on behalf of packaged goods manufacturers
(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: Steven Richards

Office Address: 5445 Mariner #215

Tampa, Florida, 33609-3437
(Zip code)

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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.

Steven W. Richards
(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: Dennis Garberg

Address: 10561 Barkley #300 Overland Park KS 66212

Vice Chairman: Elaine Stansfield

Address: 10561 Barkley #300 Overland Park KS 66212

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Dennis Garberg

Address: 10561 Barkley #300 Overland Park KS 66212

Vice President: _____

Address: _____

Secretary: Linda Tate Sims

Address: 10561 Barkley #300 Overland Park KS 66212

Treasurer: _____

Address: _____

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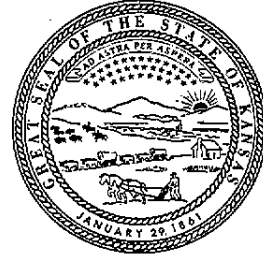
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Linda Tate Sims
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Linda Tate Sims, Secretary
(Typed or printed name and capacity of person signing application)

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

DENNIS GARBERG AND ASSOCIATES, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 30th day of September, A.D. 1981 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
17th day of June, A.D. 1999

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

FILED



RON THORNBURGH
SECRETARY OF STATE