F99000003593

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Electronic Processing, Inc.
(Name of corporation - must include suffix)

300002737313--0
-01/12/99--01004--005
*****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:

W99-752

Gregg W. Burkey
(Name of Person)

300002737313--0
-07/14/99--01051--001
***2300.00 ***2300.00

Seigfreid, Bingham, Levy, Selzer & Gee
(Firm/Company)

911 Main St., 2800 Commerce Tower
(Address)

Kansas City, MO 64105
(City/State/Zip)

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

Gregg W. Burkey at (816) 421-4460
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

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

Conflict
597418

SEIGFREID, BINGHAM, LEVY, SELZER & GEE
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
2800 COMMERCE TOWER
911 MAIN STREET
KANSAS CITY, MISSOURI 64105
816 421-4460
FACSIMILE 816 474-3447

January 5, 1999

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Electronic Processing, Inc.

Dear Sir or Madam:

Please find enclosed, in duplicate, an Application by Foreign Corporation, along with a Certificate of Good Standing, for the above referenced corporation. Please file and send the filed stamped Certificate of Authority to my attention in the enclosed envelope. I have enclosed a check in the amount of $70.00 to cover the filing fee.

If you have any questions, please feel free to call me.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

Best Regards,

SEIGFREID, BINGHAM, LEVY,
SELZER & GEE, P.C.

Gregg Burkey

Gregg W. Burkey
Corporate Paralegal

GWB
Enclosures

194222v1

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
99 JUL -8 PM 2:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

January 12, 1999

GREGG W. BURKEY
SEIGFREID, BINGHAM, LEVY, SELZER & GEE
911 MAIN ST., 2800 COMMERCE TOWER
KANSAS CITY, MO 64105

SUBJECT: ELECTRONIC PROCESSING, INC.
Ref. Number: W99000000752

We have received your document for ELECTRONIC PROCESSING, INC. and your check(s) totaling $70.00. However, the document has not been filed and is being retained in this office for the following:

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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is $2300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 599A00001339

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

June 8, 1999

GREGG W. BURKEY
SEIGFREID, BIGHAM, LEVY, SELZER & GEE
911 MAIN ST., 2800 COMMERCE TOWER
KANSAS CITY, MO 64105

SUBJECT: ELECTRONIC PROCESSING, INC.
Ref. Number: W99000000752

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for ELECTRONIC PROCESSING, INC..

The referenced application states that the corporation has transacted business in the State of Florida since February 4, 1997. You were notified by letter dated January 12, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for $2300.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 399A00030858

Enclosure

SEIGFREID, BINGHAM, LEVY, SELZER & GEE
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
2800 COMMERCE TOWER
911 MAIN STREET
KANSAS CITY, MISSOURI 64105
816 421-4460
FACSIMILE 816 474-3447

July 8, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

Florida Dept. of State
Attn: Gretchen Harvey
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Electronic Processing, Inc.

Dear Ms. Harvey:

Pursuant to your request, enclosed is an executed Resolution of Board of Directors which adopts the name "EPI, Inc." for use in Florida. Also enclosed is a check in the amount of $2,300.00 to cover the appropriate fees and penalties. Please return all filed stamped copies of the Application for Foreign Corporation to my attention in the enclosed envelope.

If you have any further questions, please feel free to call me. Thank you for your assistance.

Best Regards,

SEIGFREID, BINGHAM, LEVY,
SELZER & GEE, P.C.

Gregg Burkey

Gregg W. Burkey
Corporate Paralegal

GWB
Enclosures

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Tom W. Olofson (Name), do hereby certify

that this Resolution of the Board of Directors of Electronic Processing, Inc.

(Corporate Name)

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

was duly adopted on May 13, , 19 99.

Be it resolved, that Electronic Processing, Inc. (Corporate Name),

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

EPI, Inc. for use in Florida.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -8 PM 2:45

Dated: May 13, 1999

Signature of either Chairman, Vice Chairman or any officer

Tom W. Olofson, ~~President~~ CHAIRMAN/CEO
Type or print name

INHS19(4/96)

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. Electronic Processing, 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
(State or country under the law of which it is incorporated)

3. 48-1056429
(FEI number, if applicable)

4. July 13, 1988
(Date of incorporation)

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

6. February 4, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 501 Kansas Ave.
Kansas City, KS 66105
(Current mailing address)

8. Develop and market computer software for bankruptcy trustees
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Ave.

Tallahassee, Florida, 32301
(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.

NRAI Services, Inc.
by: [signature]
(Registered agent's signature) asst. sec.

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: Tom W. Olofson

Address: 501 Kansas Ave.

Kansas City, KS ~~66501~~ 66105

Vice Chairman: Robert C. Levy

Address: 911 Main St., Suite 2800

Kansas City, MO 64105

Director: Christopher E. Olofson

Address: 501 Kansas Ave.

Kansas City, KS ~~66501~~ 66105

Director: W. Bryan Satterlee

Address: 501 Kansas Ave.

Kansas City, KS ~~66501~~ 66105

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

President: Tom W. Olofson

Address: 501 Kansas Ave.

Kansas City, KS ~~66501~~ 66105

Vice President: Christopher E. Olofson

Address: 501 Kansas Ave.

Kansas City, KS ~~66501~~ 66105

Secretary: Nanci R. Trutna

Address: 501 Kansas Ave.

Kansas City, KS ~~66501~~ 66105

Treasurer: None

Address:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

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. Tom W. Olofson, President
(Typed or printed name and capacity of person signing application)

No. 00317180

STATE OF MISSOURI

Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

99 JUL -8 PM 2:45
DIVISION OF CORPORATIONS

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

ELECTRONIC PROCESSING, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 13TH DAY OF JULY, 1988, 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 17TH DAY OF DECEMBER, 1998.

Rebecca McDowell Cook

Secretary of State

S.O.S. #30