

Document Number Only

F99000004586

CT Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 (850)222-1092
 City State Zip Phone

CORPORATION(S) NAME

800002978568--2
 -09/03/99--01069--016
 *****87.50 *****87.50

WESTERN CE, Inc.

FILED IN STATES
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 99 SEP -3 PM 1:48

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- LLC
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other Succession
- Reinstatement
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- Change of R.A.
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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 1:49

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

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:

Connie Bryan or Vincent L. Gualtier
(Name of Person)

Slagle, Bernard & Gorman, P.C.
(Firm/Company)

600 Plaza West Bldg., 4600 Madison
(Address)

Kansas City, MO 64112-3012
(City/State/Zip)

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

Vincent L. Gualtier at (816) 410-4629
(Name of Person) (Area Code & Daytime Telephone Number)

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
9:30 SEP -3 PM 1:48

1. WesternCE, 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. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 3, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Expected commencement date, September 8, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1209 Orange Street, Wilmington, Delaware
(Current mailing address)

8. The development, manufacture and sale of software systems for monitoring
(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: CT Corporation System

Office Address: 1200 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.

Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(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)

SECRET FILED STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 1:48

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

Director: ~~Chairman~~ James E. Shultz
Address: 1014 East 15th Street, Kansas City, MO 64198

Director ~~Vice Chairman~~: William J. Cleland
Address: 5459 115th Avenue North
Clearwater, Florida 33760

Director: Gary A. Bosshart
Address: 1820 Garry Avenue, Suite 206
Santa Ana, CA 52705

Director:
Address:

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

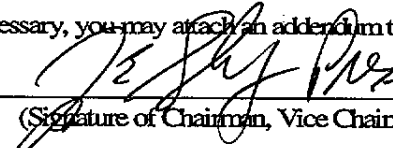
President: James E. Shultz
Address: 1014 East 15th Street
Kansas City, MO 64108

Assistant Secretary: ~~Vice President~~ James E. Shultz
Address: 1014 East 15th Street
Kansas City, MO 64108

Secretary: Gary A. Bosshart
Address: 1820 Garry Avenue, Suite 206
Santa Ana, CA 52705

Assistant Secretary: ~~Treasurer~~ Vincent L. Gaultier
Address: 600 Plaza West Bldg., 4600 Madison
Kansas City, MO 64112

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. James E. Shultz, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 1:48

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTERNC, INC." 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 SECOND DAY OF SEPTEMBER, A.D. 1999.

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

3046917 8300

991368780

AUTHENTICATION:

9953083

DATE:

09-02-99

Document Number Only

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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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WESTERNCE, Inc.

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Dissolution/Withdrawal

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Limited Partnership
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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

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DIVISION OF CORPORATIONS
99 SEP -3 PM 1:18

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FILED STATE SECRETARY OF CORPORATIONS 9 30 SEP - 3 PM 1:48 DIVISION OF CORPORATIONS

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CONNIE BRYAN SPECIAL ASSISTANT SECRETARY (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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SECRET FILES OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:48

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Director ~~Vice Chairman~~: William J. Cleland

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Director: Gary A. Bosshart

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Santa Ana, CA 52705

Director:

Address:

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

President: James E. Shultz

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Assistant Secretary: ~~Vice President~~ James E. Shultz

Address: 1014 East 15th Street
Kansas City, MO 64108

Secretary: Gary A. Bosshart

Address: 1820 Garry Avenue, Suite 206
Santa Ana, CA 52705

Assistant Secretary: ~~Treasurer~~ Vincent L. Gualtier

Address: 600 Plaza West Bldg., 4600 Madison
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

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

State of Delaware
Office of the Secretary of State

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Edward J. Freel, Secretary of State

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