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REFERENCE : 464920 4356896

AUTHORIZATION :

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ORDER DATE : November 4, 1999

ORDER TIME : 12:35 PM

ORDER NO. : 464920-005

CUSTOMER NO: 4356896

CUSTOMER: Nadene Mcguire, Legal Asst
Blackwell Sanders Peper Martin
2300 Main Street, Suite 1000

Kansas City, MO 64108

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*****78.75 *****78.75

FOREIGN FILINGS

NAME: CONSPEC MARKETING AND
MANUFACTURING CO., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

99 NOV -8 PM 3:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -8 PM 3:11

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

31K 11/8/99

**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. CONSPEC MARKETING AND MANUFACTURING CO., 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. 48-1125641

(FEI number, if applicable)

4. DECEMBER 31, 1992

(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. 636 SOUTH 66TH TERRACE, KANSAS CITY, KANSAS 66111

(Current mailing address)

8. TO OPERATE A GENERAL DISTRIBUTION CENTER BUSINESS, AND TO CONDUCT ANY
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
AND ALL OTHER LAWFUL BUSINESS OPERATIONS.

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

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

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.

Laura R. Duff
(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: ELIZABETH BROWNLEE MADAY

Address: 636 SOUTH 66TH TERRACE
KANSAS CITY, KANSAS 66111

Vice Chairman: NONE

Address: _____

Director: GREGORY S. MADAY

Address: 636 SOUTH 66TH TERRACE
KANSAS CITY, KANSAS 66111

Director: _____

Address: _____

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

President: & CHIEF EXECUTIVE OFFICER: GREGORY S. MADAY

Address: 636 SOUTH 66TH TERRACE
KANSAS CITY, KANSAS 66111

Vice President: NONE

Address: _____

Secretary: ELIZABETH BROWNLEE MADAY

Address: 636 SOUTH 66TH TERRACE
KANSAS CITY, KANSAS 66111

Treasurer: ELIZABETH BROWNLEE MADAY

Address: 636 SOUTH 66TH TERRACE
KANSAS CITY, KANSAS 66111

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. GREGORY S. MADAY, PRESIDENT & CHIEF EXECUTIVE OFFICER
(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

CONSPEC MARKETING AND MANUFACTURING CO., INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 31st day of December, A.D. 1992 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
3rd day of November, A.D. 1999



RON THORNBURGH
SECRETARY OF STATE

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DIVISION OF CORPORATIONS
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