

# L 99000008315

## SANDBERG, PHOENIX & VON GONTARD

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS

ONE CITY CENTRE - 15TH FLOOR

515 NORTH SIXTH STREET

ST. LOUIS, MISSOURI 63101-1880

(314) 231-3332

(800) 225-5529

FAX (314) 241-7604

ILLINOIS OFFICE

23 SOUTH 1ST STREET

BELLEVEILLE, ILLINOIS 62220

618-397-2721

1979

20TH ANNIVERSARY

1999

JOHN S. SANDBERG  
G. KEITH PHOENIX  
PETER VON GONTARD  
JONATHAN RIES  
KENNETH W. BEAN  
REED W. SUGG  
WARREN W. DAVIS\*  
RONALD E. FOX  
MICHAEL W. FORSTER  
LESLIE A. DAVIS\*

MARY ANNE MELLOW  
KATHLEEN L. PINE  
KEVIN P. KRUEGER  
SCOTT GREENBERG\*  
JOHN E. GALVIN  
ANDREW R. KASNETZ\*  
RODNEY M. SHARP  
BART C. SULLIVAN  
STEPHEN M. STRUM  
JAN E. DODD

LYNDON P. SOMMER  
THOMAS J. SMITH  
TERESA D. BARTOSIAK  
STEPHEN P. NIEMIRA  
KENNETH J. BRENNAN  
MICHAEL J. BETZ  
JONATHAN H. GARSIDE  
DIANE S. SWANSON  
MAUREEN O. BRYAN  
DALE BARKEN GLAZER  
FELICE TAUB-JOYCE

KEITH D. PRICE  
PAUL N. RECHENBERG  
MARK G. McLEAN\*  
ROBERT J. GOLDSON, III\*  
CARL J. GERACI  
DANIEL A. SPIRN  
NANCY J. ETNIER  
JAMES D. RYAN\*  
HEATHER R. HART  
KAREN W. BOTHOF

MEMBERS OF MISSOURI AND ILLINOIS BARS  
\*MEMBER OF MISSOURI BAR ONLY

September 30, 1999

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100003007301--8  
-10/06/99-01053-008  
\*\*\*\*285.00 \*\*\*\*125.00

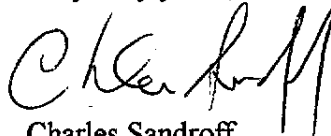
Re: CMS Midwest, L.L.C.

Dear Sir/Madam:

Enclosed please find for your review and filing our Application by Foreign Limited Liability Company, Affidavit of Membership and Contributions of Foreign Limited Liability Company, Certificate of Designation of Registered Agent/Registered Office, Certificate of Good Standing from the Missouri Secretary of State, Certificate of Designation of Registered Agent from CT Corporation, and our check for \$285.00 for the filing fee.

Thank you for your assistance and cooperation.

Very truly yours,



Charles Sandroff  
Paralegal

CS/tln  
Enclosures

AL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 30 PM 12:10



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 30 PM 12:10

October 14, 1999

SANDBERG, PHOENIX & VON GONTARD  
ATTN: CHARLES SANDROFF  
515 NORTH SIXTH STREET, 15TH FLOOR  
ST. LOUIS, MO 63101-1880

SUBJECT: CMS MIDWEST, L.L.C.  
Ref. Number: W99000023672

We have received your document for CMS MIDWEST, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Enclosed is an application for refund. Please allow at least 60 to 90 days for the refund to be processed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 099A00049539

# SANDBERG, PHOENIX & VON GONTARD

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KAREN W. BOTHOF  
S. MARTIN JANSKY\*

MEMBERS OF MISSOURI AND ILLINOIS BARS  
\*MEMBER OF MISSOURI BARS ONLY

November 22, 1999

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

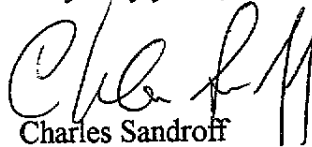
Re: CMS Midwest, L.L.C.

Dear Sir or Madam:

Enclosed please find for your review and filing a State of Florida Application for Refund, our Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office designating CT Corporation System as registered agent, and a Certificate of Good Standing from the Missouri Secretary of State.

Thank you for your assistance and cooperation.

Very truly yours,



Charles Sandroff  
Paralegal

CS/tln  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 30 PM 12:10

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. CMS Midwest, L.L.C.  
(Name of foreign limited liability company)

2. Missouri 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 10, 1995 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. September 1, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 11689 Lackland Boulevard  
St. Louis, Missouri 63146  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Raymond Spears, 11689 Lackland Boulevard, St. Louis, Missouri 63146

99 NOV 30 PM 12:10  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Provide consulting  
services to firms' accounts receivable.

x Raymond M. Spears  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Raymond Spears  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CMS MIDWEST, L.L.C.

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

99 NOV 30 PM 12:10  
STATE  
DIVISION OF CORPORATIONS

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



J. L. Miles, <sup>(Signature)</sup> Asst. Secretary

9/10/99

(Date)

**FILING FEE: \$ 35 for Designation of Registered Agent**

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

RECEIVED  
DIVISION 30 PM 12:10

CERTIFICATE OF GOOD STANDING  
LIMITED LIABILITY COMPANY

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  
CMS MIDWEST, L.L.C.

WAS FILED IN THIS OFFICE ON THE 10TH DAY OF MARCH, 1995,  
BECAME EFFECTIVE ON THE 10TH DAY OF MARCH, 1995, 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  
29TH DAY OF SEPTEMBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State

