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LAW OFFICES

SHUGHART THOMSON & KILROY

A Professional Corporation

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HENRY M. SHUGHART (1897-1962)
HARRY P. THOMSON, JR. (1917-1988)
WILLIAM P. ECKELS (1946-1987)

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(THOMAS) L. EITTEM
BEN L. GUENTHER
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KAREN J. HALBROOK**
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MAUREEN A. MANNION*
SUSAN D. LAUGHLIN**

* ADMITTED IN MISSOURI & KANSAS
** ADMITTED IN KANSAS
+ ADMITTED IN MISSOURI, KANSAS & ARKANSAS
+ ADMITTED IN MISSOURI & CALIFORNIA
+ ADMITTED IN MISSOURI & ILLINOIS
+ ALL OTHERS ADMITTED IN MISSOURI

December 5, 1997

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Gould Evans Goodman Associates, L.C. Application by
Foreign Limited Liability Company for Authorization to
Transact Business in Florida

Dear Sir/Madam:

Enclose please find the Foreign Limited Liability Company Application to be filed with your office for the above limited liability company. Also enclosed, please find a Certificate of Good Standing from the State of Missouri and our Firm's check in the amount of \$140.00 to cover the filing fee, the Affidavit of Membership and Contributions, and the Designation of a Registered Agent.

After the enclosed Application has been filed with your office, please return the Letter of Acknowledgment to my attention in the enclosed self-addressed envelope.

Name	KWM	If you have any questions regarding the enclosed Application, please do not hesitate to contact the undersigned at the above Missouri telephone number and/or address:
Document Examiner	KWM	
Updater	KWM	
Updater Verifier	EAD: vls KWM	
Acknowledgment	KWM	
W. P. Verifier	KWM	

Very truly yours,

Elizabeth Delagarde
ELIZABETH DELAGARDELLE

LORAFORL
AR - 203.75
Penalty - 1000.00
B/TAX
FILING 250.00
R. AGENT FEE 35.00
G. COPY
TOTAL
N. C. LINK
BALANCE DUE
RE-UND

97-27835

1-26

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& KILROY**
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++ ADMITTED IN MISSOURI & CALIFORNIA
++ ADMITTED IN MISSOURI & ILLINOIS
PATENT BAR MEMBER
ALL OTHERS ADMITTED IN MISSOURI

January 22, 1998

Florida Department of State
Registration Section

Attn: Kenny Manning, Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Gould Evans Goodman Associates, L.C. Application by Foreign Limited
Liability Company for Authorization to Transact Business in Florida

Dear Mr. Manning:

I have enclosed a copy of your letter dated December 12, 1997, Letter No. 497A00058626 along with the Foreign Limited Liability Company Application for resubmission to your office for the above limited liability company. Also enclosed, please find a Certificate of Good Standing from the State of Missouri and our firm's check in the additional amount of \$145.00 to cover the filing fees, the Affidavit of Membership and Contributions, and the Designation of a Registered Agent. We have also enclosed our firm's check in the amount of \$1,203.75 to cover the annual report and penalty fees associated with the filing of this Application.

After the enclosed Application has been filed with your office, please return the Letter of Acknowledgment to my attention in the enclosed self-addressed envelope. If you have any questions regarding the enclosed materials or need anything further, please do not hesitate to contact me at the above Missouri telephone number and/or address.

Very truly yours,

Elizabeth Delagardelle
ELIZABETH DELAGARDELLE

EAD:vls

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
98 JAN 26 PM 12:48

December 12, 1997

LAW OFFICES SHUGHART, THOMSON & KILROY
ATTN: ELIZABETH DELAGARDELLE
TWELVE WYANDOTTE PLAZA, 120 WEST 12TH ST
KANSAS CITY, MO 64105-1929

SUBJECT: GOULD EVANS GOODMAN ASSOCIATES, L.C.
Ref. Number: W97000027835

We have received your document for GOULD EVANS GOODMAN ASSOCIATES, L.C. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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 \$1203.75.

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 497A00058626

**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. GOULD EVANS GOODMAN ASSOCIATES, L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Missouri 3. 43-1735889
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 15, 1996 5. December 31, 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 1996
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4041 Mill Street
Kansas City, Missouri 64111
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Robert Gould</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>4041 Mill Street</u>		<u></u>	
<u>Kansas City, MO 64111</u>		<u></u>	
<u>David Evans</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>4041 Mill Street</u>		<u></u>	
<u>Kansas City, MO 64111</u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
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98 JAN 26 PM 12:48

Attachment to Application by Foreign Limited Liability Company for Authorization to Transact
Business in Florida

Gould Evans Goodman Associates, L.C.

The property contributed by members consists of computers and equipment.

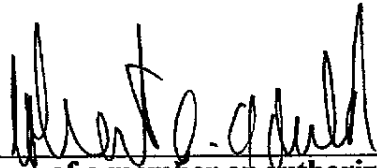
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Gould Evans Goodman
Associates, L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$ 620,879 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 340,411 . A description of the property is attached and made a part hereto
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 961,290 . This total includes amounts from 2 and 3 above.

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98 JAN 26 PM 12:48



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of
this affidavit constitutes an affirmation under the penalties of perjury that
the facts stated herein are true.)

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DIVISION OF CORPORATIONS

98 JAN 26 PM 12:48

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:

Gould Evans Goodman Associates, L.C.

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

CT Corporation System

(Name)

1200 S. Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, Florida 33324

(City/State/Zip)

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.

See attached Acceptance of Appointment

(Signature)

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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ACCEPTANCE OF APPOINTMENT

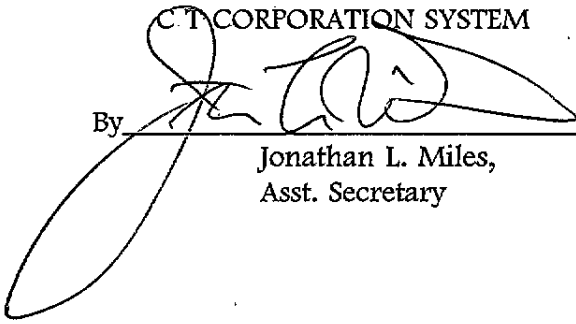
RE: **Gould Evans Goodman Associates, L.C.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited liability company and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 19, 1997

C.T. CORPORATION SYSTEM

By


Jonathan L. Miles,
Asst. Secretary

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

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
GOULD EVANS GOODMAN ASSOCIATES, L.C.

WAS FILED IN THIS OFFICE ON THE 15TH DAY OF FEBRUARY, 1996,
BECAME EFFECTIVE ON THE 15TH DAY OF FEBRUARY, 1996, 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
19TH DAY OF NOVEMBER, 1997.

Rebecca McDowell Cook
Secretary of State

