

P95000046878

THOMAS CLAYTON BROWN
DAVID R. NACHMAN
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GREGORY M. GARVIN*
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*ADMITTED IN KANSAS AND MISSOURI

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ATTORNEYS AT LAW

CROWN CENTER SQUARE • 2405 GRAND, SUITE 300 • KANSAS CITY, MISSOURI 64106-2527

TELEPHONE
(816) 474-4114

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(816) 421-3008

May 15, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: *CNI*
Conley Services, Inc.
Application for a Florida Domestic Corporation

1000001484741
-05/19/95--01073--0018
*****78.75 *****78.75

Dear Secretary of State:

Enclosed are duplicate originals of the Articles of Incorporation for Conley Services, Inc., to be a Florida domestic corporation, along with our check in the amount of Seventy-Eight Dollars Seventy-Five Cents (\$78.75) representing the filing fee for the domestic corporation and the fee to obtain a certificate of good standing.

Please file the Articles in your office, and send to us the filed Articles/Certificate of Incorporation along with a Certificate of Good Standing of this Florida domestic corporation.

Thank you for your assistance. If you have any questions, please contact the undersigned.

Very truly yours,

BROWN, NACHMAN & SADER, P.C.

David R. Nachman

David R. Nachman

DRN:dsb
cc: Conley Services, Inc.
Enclosure
5/20

5/20/95
95-10916
cc628
cc502
cc671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1995

BROWN, NACHMAN & SADER P.C.
2405 GRAND STE 300
KANSAS CITY, MO 64108-2527

SUBJECT: CONLEY SERVICES, INC.
Ref. Number: W95000010716

We have received your document for CONLEY SERVICES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 895A00025938

**BROWN,
NACHMAN &
SADER, P.C.**

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(816) 421-3008

June 12, 1995

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

Re: Articles of Incorporation for CNI Services, Inc. (Florida Domestic)
Previous Submission: Conley Services, Inc.

Dear Secretary of State:

Enclosed are the following documents for the incorporation of CNI Services, Inc., to be a Florida domestic corporation:

1. Duplicate originals of Articles of Incorporation.
2. Duplicate originals of Acceptance of Appointment of CT Corporation System as the registered agent.
3. Copy of your letter dated May 22, 1995, acknowledging receipt of our check for \$78.75 to cover the filing and incorporation fee, and for us to obtain a certificate of good standing from Florida. Reference no. W95000010716. Letter no. 895A00025938.

Please file the Articles of Incorporation in your office and return to us a Certificate and file-stamped Articles of Incorporation along with a Certificate of Good Standing issued by your office so that we may use the Certificate for a foreign corporation filing in another state.

Thank you for your assistance. If you have any questions or comments, please contact

Secretary of State
June 12, 1995
Page Two

the undersigned.

Very truly yours,

BROWN, NACHMAN & SADER, P.C.

David R. Nachman

David R. Nachman

DRN:dsb
cc: CNI Services, Inc.
Enclosure
6/44-45

RECEIVED
JUN 13 11 02 20
U.S. DEPARTMENT OF STATE
OFFICE OF THE SECRETARY
WASHINGTON, D.C. 20520

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CNI SERVICES, INC.**

First: The corporate name that satisfies the requirements of Section 607.0401 is:

CNI Services, Inc.

Second: The street address of the initial principal office and, if different, the mailing address of the corporation is:

629 West 55th Street
Kansas City, Missouri 64113

Third: The number of shares the corporation is authorized to issue is:

10,000 shares of common stock, \$1.00 par value each.

Fourth: Provisions granting preemptive rights are:

Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of sixty (60) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said sixty (60) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the board of directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

Fifth: The maximum number of directors to constitute the Board of Directors is One (1).

Sixth: The duration of the corporation is perpetual.

Seventh: Provisions for the regulation of the internal affairs of the corporation are:

A. The Board of Directors shall have the power to make, and from time to time repeal, amend and alter the Bylaws of the corporation; provided, however, that the paramount power to repeal, amend and alter the Bylaws or to adopt new Bylaws, shall always be vested in the shareholders, which power may be exercised by a vote of a majority thereof present at any annual or special meeting of the shareholders, and the directors thereafter have no power to suspend, repeal, amend or otherwise alter any Bylaws or portion thereof so enacted by the shareholders unless the shareholders in enacting such Bylaws or portion thereof shall otherwise provide.

Except as otherwise specifically precluded by statute, these Articles of Incorporation, or the Bylaws of the corporation, as the same may be adopted or amended from time to time by the Board of Directors or the Shareholders, all powers of management and direct control of the corporation shall be, and hereby are, vested in the Board of Directors.

B. The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

C. In all elections of directors of this corporation each director position shall be voted separately, and each shareholder shall have the right to cast as many votes as shall equal the number of shares held by such shareholder, for each such separate election of each director position.

D. No contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any of the shareholders, directors or officers of this corporation are interested in or are members, shareholders, directors or officers of such other firm or corporation; and any shareholder, director or officer of this corporation may, directly or indirectly, be a proprietor, partner, beneficiary of a trust or a party to any contract or transaction of this corporation or in which this corporation is interested, and no such contract, transaction or act of this corporation shall be invalidated or otherwise affected thereby; and each and every person who may become a shareholder, director or officer of this corporation is hereby relieved from any liability that might otherwise arise from his contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any way interested.

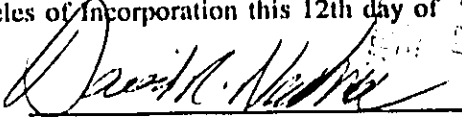
E. The corporation in its Bylaws may agree to the terms and conditions upon which any director or officer accepts his or her office or position and may agree to indemnify and protect each and all of such persons against all costs and expenses reasonably incurred by any or all of them and all liabilities imposed or threatened to be imposed upon any or all of them, by reason of or arising out of being or having been a director or officer of the corporation or any of its subsidiaries; but any such Bylaw provisions shall not be exclusive of any other right or rights of any such director or officer to be indemnified and protected against such costs and liabilities which he may otherwise possess.

Eighth: The street address of the initial registered office of the corporation is: c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

Ninth: The name and address of each incorporator is:

David R. Nachman
2405 Grand Avenue, Suite 300
Kansas City, Missouri 64108

The undersigned has executed these Articles of Incorporation this 12th day of
June, 1995.


David R. Nachman, Esq.

Acceptance by Registered Agent: Attached

corporat\artofcon.ser

ACCEPTANCE OF APPOINTMENT

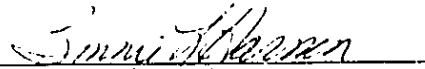
RE: CNI SERVICES INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation 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: June 9, 1995

C T CORPORATION SYSTEM

By



Bonnie L. Harmon,
Assistant Secretary