

**F 95000003293**

100 HAYS STREET  
ALLIANCE, ILL. 60611  
904-212-9771  
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800-342-8086

**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 634615 86901M  
AUTHORIZATION :  
COST LIMIT : 9 PPD

ORDER DATE : July 10, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 634615

CUSTOMER NO: 86901M

400001538594  
-07/10/95--D1052--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Mr. Joe Smith - 86901m  
Prentice Hall Legal &  
33north LaSalle Street  
Suite 1925  
Chicago, IL 60602

FOREIGN FILINGS

NAME: RACE ROCK INTERNATIONAL, INC.

       PROFIT  
       NON-PROFIT

       CORPORATE  
       LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

55 JUL 10 10:50 AM '95  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
Lr  
7/10  
55 JUL 10 PM 12:59

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

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

1. Race Rock International, 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. Missouri 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 8, 1995 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 501 North Broadway  
St. Louis, MO 63102  
(Current mailing address)

The transaction of any or all lawful purposes for which corporations may be  
8. incorporated in the state of Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

The Prentice-Hall Corporation  
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.

By: [Signature]  
(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.

RECEIVED  
DEPARTMENT OF STATE  
TALLAHASSEE  
FEB 10 11:59 AM '95

12. Names and addresses of officers and/or directors:


A. DIRECTORS

Director:  
Chairman: Alan D. Miller  
Address: 501 North Broadway  
St. Louis, MO 63102  
Director:  
Vice-Chairman: Andrew E. Newman  
Address: 501 North Broadway  
St. Louis, MO 63102  
Director: Martin Suedler  
Address: 501 North Broadway  
St. Louis, MO 63102  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

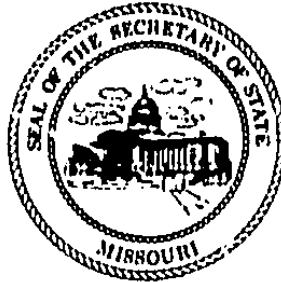
President: Andrew E. Newman  
Address: 501 North Broadway  
St. Louis, MO 63102  
Vice President: Peter A. Edison  
Address: 501 North Broadway  
St. Louis, MO 63102  
Secretary: Alan A. Sachs  
Address: 501 North Broadway  
St. Louis, MO 63102  
Treasurer: David B. Cooper, Jr.  
Address: 501 North Broadway  
St. Louis, MO 63102

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. Alan A. Sachs, Secretary  
(Typed or printed name and capacity of person signing application)

# STATE OF MISSOURI



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

65 JUL 10 PM 12:59

DIVISION OF CORPORATIONS

CORPORATION DIVISION

## CERTIFICATE OF CORPORATE GOOD STANDING

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 RACE ROCK INTERNATIONAL, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 8TH DAY OF FEBRUARY, 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 7TH DAY OF JULY, 1995.



*Rebecca McDowell Cook*

Secretary of State