

1201 HAYS STREET
TALLAHASSEE, FL 32301

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networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 717582 ^{1429D}

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : October 26, 1995

ORDER TIME : 9:38 AM

800001620978

ORDER NO. : 717582

CUSTOMER NO: 1429D

CUSTOMER: Mary Jo McIntyre, Legal Asst
Cummings & Lockwood
P. O. Box 413032

Naples, FL 33941-3032

FOREIGN FILINGS

NAME: ADVANTAGE FINANCIAL GROUP, INC

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 26 PM 12:30

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Advantage Financial Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John Phillips

(Name of Person)

Advantage Financial Group, Inc.

(Firm/Company)

2401 Bernadette Suite 209

(Address)

Columbia, MO 65203

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

John Phillips

(Name of Person)

at (314) 446-4010

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


**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. Advantage Financial Group, 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
(State or country under the law of which it is incorporated)
3. 43-1579644
(FEI number, if applicable)
4. 6/9/91
(Date of Incorporation)
5. "perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. business has not been transacted in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2401 Bernadette Suite 209
Columbia, MO 65203
(Current mailing address)
8. Employee Leasing
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Robert F. Rogers, Esquire
Cummings & Lockwood
Office Address: 3001 Tamiami Trail, North
Naples, Florida, 33941-3032
(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.


(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.

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TALLAHASSEE, FLORIDA

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: John F. Oliver

Address: R.F.D. # 1 Mexico, MO 65265

Vice Chairman: John Phillips

Address: 715 Woodlawn Mexico, MO 65265

Director: Tony Meador

Address: 2401 Bernadette Suite 209 Columbia, MO 65203

Director: Audrey Thomas

Address: Route 1 Knapp, WI 54749

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

President: Wayne Sampson

Address: 1025 S. Olive Mexico, MO 65265

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John Phillips
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Phillips
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

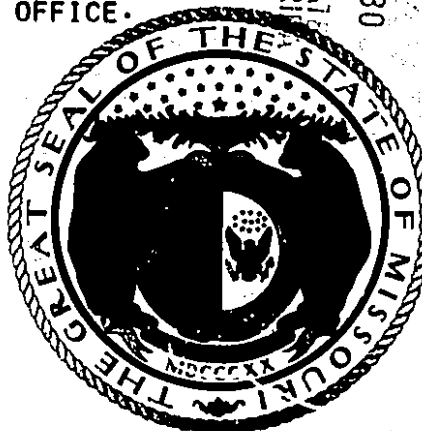
CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

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
ADVANTAGE FINANCIAL GROUP, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE DAY OF JUNE, 1991, 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 1ST DAY OF SEPTEMBER, 1995.

Rebecca McDowell Cook
Secretary of State



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA