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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-09/18/96--01033--014
*****78.75 *****78.75

SUBJECT: Key Partners, 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:

Michael M. Sayers
(Name of Person)

Sumners, Compton, Wells and Hamburg
(Firm/Company)

8909 Ladue Road
(Address)

St. Louis, MO 63124
(City/State/Zip)

SECRET
TALLAHASSEE, FLORIDA

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

Suzanne L. Schmitt at (314) 991-4999
(Name of Person) (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. Key Partners, 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. August 13, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "Perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.122, F.S.)
7. 15 Ellsworth Lane
St. Louis, Missouri 63124
(Current mailing address)
8. To buy, sell and invest in real estate or any other assets and otherwise deal in real and personal property and their appurtenances, fixtures and improvements
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) and to invest the proceeds of such activities
9. **Name and street address of Florida registered agent:**
Name: James L. Karl, II
Office Address: 975 N. Collier
Marco Island, Florida, 33937
(Zip Code)

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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.

James L. Karl, II
(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.

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: Christopher J. Canepa
Address: 15 Ellsworth Lane, St. Louis, MO 63124

Vice Chairman: Robert F. Munsch
Address: 7406 Buckingham, St. Louis, MO 63105

Director: Lucius Craig Cervantes
Address: 5214 Washington Place, St. Louis, MO 63108

Director: James C. Rosner
Address: 45 A Progress Parkway, Maryland Heights, MO, 63043

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

President: Christopher J. Canepa
Address: Same as Above

Vice President: Robert F. Munsch
Address: Same as Above

Secretary: Lucius Craig Cervantes
Address: Same as Above

Treasurer: James C. Rosner
Address: Same as Above

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

13. *Christopher J. Canepa*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Christopher J. Canepa, Director and President
(Typed or printed name and capacity of person signing application)

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SEP 19 AM 10:34
STATE
TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

95 SEP 16 AM 10:34
STATE
TALLAHASSEE, FLORIDA

FILED

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
KEY PARTNERS, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 13TH DAY OF AUGUST, 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 11TH DAY OF SEPTEMBER, 1996.



Rebecca McDowell Cook
Secretary of State