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PROFESSIONAL CORPORATION

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February 25, 1999

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

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-03/01/99--01050--019

Re: Naples Partners, Inc.
Our File Number: 14982-7

*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed one original and one copy of the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida
2. Copy of the Articles of Incorporation
3. Certificate of Good Standing

Please file the above documents and return the copies to me, file stamped, in the enclosed self-addressed envelope along with the certification documents.

Finally, I have also enclosed a check in the amount of \$70.00 to cover the filing fee and the certification documents. If you have any questions, please call.

Thank you for your assistance.

Very truly yours,

SUZANNE L. SCHMITT
Paralegal

Enc.

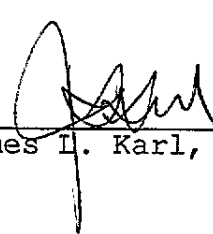
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99 MAR -2 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/3/99

**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:

- I. **NAME:** The name of the corporation is: Naples Partners, Inc.
- II. **STATE OR COUNTRY UNDER THE LAW OF WHICH IT IS
INCORPORATED:** Missouri
- III. **FEI NUMBER:** 43-1839278
- IV. **DATE OF INCORPORATION:** January 28, 1999
- V. **TERM OF EXISTENCE:** Unlimited
- VI. **DATE BUSINESS FIRST TRANSACTIONED IN FLORIDA:** Upon
Qualification.
- VII. **PRINCIPAL OFFICE AND MAILING ADDRESS:** The principle
office and mailing address of the corporation is the same, to wit:
15 Ellsworth Lane, St. Louis, Missouri 63124.
- VIII. **NATURE OF BUSINESS:** The corporation may engage in any
activity or business permitted under the laws of the United States
or of the laws of the State of Florida.
- IX. **NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:**
The street address of the initial registered office of the
corporation is 975 North Collier Boulevard Marco Island, Florida
3445, and the name of its initial registered agent is James L.
Karl, II, Esq.
- X. **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, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR - 2 PM 1:33

FILED

XI. CERTIFICATE OF EXISTENCE: Attached is a certificate of existence duly authenticated, not more than ninety (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.

XII. NAMES AND ADDRESSES OF DIRECTORS: The name and address of each person who is to serve as a director of the corporation is:

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

Director: Douglas P. Dowd
Address: 6 Ellsworth Lane, St. Louis, Missouri 63124

Director: Dr. Robert F. Munsch
Address: 7406 Buckingham, St. Louis, Missouri 63105

Director: Gregory L. Orf
Address: 1 Hillcrest, St. Louis, Missouri 63131

XIII. NAMES AND ADDRESSES OF OFFICERS: The name and address of each person who is to serve as an officer of the corporation is:

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

Vice President: Dr. Robert F. Munsch
Address: 7406 Buckingham, St. Louis, Missouri 63105

Secretary: Douglas P. Dowd
Address: 6 Ellsworth Lane, St. Louis, Missouri 63124

Treasurer: Gregory L. Orf
Address: 1 Hillcrest, St. Louis, Missouri 63131

XIII: *Christopher J. Canepa, Pres.*
(Signature of any officer or director listed in number XIII or XIII of the application)

XIV: CHRISTOPHER J. CANEPA, PRES.
(Typed or printed name and capacity of person signing application)

FILED
99 MAR -2 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

99 MAR -2 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
NAPLES PARTNERS, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 28TH DAY OF JANUARY, 1999, 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 25TH DAY OF FEBRUARY, 1999.

Rebecca McDowell Cook
Secretary of State

