



OFFICE OF THE SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY  
65101

MATT BLUNT  
SECRETARY OF STATE

STATE INFORMATION CENTER  
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May 17, 2004

Robert S. Berlin  
Assistant General Counsel  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102

Dear Mr. Berlin:

This responds to your April 29, 2004 letter requesting that the Secretary of State forward a Commission Order to "Ntera, Inc." I am returning to you the Commission Order because we are unable to comply with your request, as the Secretary of State is not the statutory registered agent for this entity.

Section 351.380.1 provides:

The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon a corporation may be served. In the event that a corporation shall fail to appoint or maintain a registered agent in this state, then the secretary of state as long as such default exists shall be automatically appointed as an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation may be served. Service on the secretary of state of any process, notice or demand against a corporation shall be made by delivering to and leaving with him, or with any clerk having charge of the corporation department of his office, a copy of such process, notice or demand. In the event that any process, notice, or demand is served on the secretary of state, he shall immediately cause a copy thereof to be forwarded by registered mail, addressed to the corporation at its registered office in this state.

For purposes of Chapter 351, a corporation is defined as "corporations organized under this chapter or subject to some or all of the provisions of this chapter except a foreign corporation". § 351.015(6), RSMo 2000. A "foreign corporation" means "a corporation for

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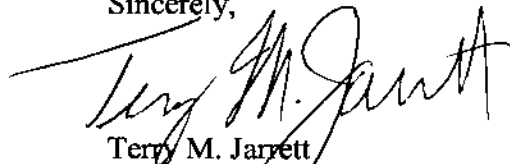
**Appendix A**

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profit organized under laws other than the laws of this state". § 351.015 (7), RSMo 2000. Our records show that Ntera, Inc. was registered as a foreign corporation prior to January 29, 2002, when it was dissolved. "Ntera, Inc." is a Florida corporation. Accordingly, "Ntera, Inc." is not a corporation as that word is used in Section 351.380, and the Secretary of state has no authority under that statute to accept service or forward the Commission Order to an address outside the state of Missouri. Thus, I am returning your documents to you so that you may affect proper service through more appropriate means.

I hope that this information is helpful. Please contact this office should you require assistance in the future.

Sincerely,



Terry M. Jarrett  
General Counsel

TMJ/sf

Enclosure

cc: Brenda Rieke

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*Missouri Public Service Commission*



General Counsel's Office  
P.O. Box 360  
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