

CT CORPORATION SYSTEM

F02000000495

CORPORATION(S) NAME

US Bancorp Asset Management Inc.

0

FILED
02 JAN 29 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100000495
-01/02/02-01028-029
*****70.00 *****70.00

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign <i>qual.</i> | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
02 JAN -2 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/2/02

Order#: 5006333

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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02 JAN 29 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 2, 2002

C T CORPORATION SYSTEM

TALAHASSEE, FL

SUBJECT: U.S. BANCORP ASSET MANAGEMENT, INC.
Ref. Number: W02000000128

We have received your document for U.S. BANCORP ASSET MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.



Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

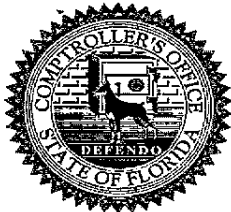
If you have any questions concerning the filing of your document, please call (850) 245-6914.

To: Buck Kohr
Corporate Specialist

Letter Number: 402A00000187

From: Ashley Mitchell

Thanks Buck!
Ashley
1/29/02



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

02 JUN 29 AM 9:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 17, 2002

Ms. Julie M. Regnier
Faegre & Benson LLP
2200 Wells Fargo Center, 90 South Seventh Street
Minneapolis, Minnesota 55402-3901

Re: U.S. Bancorp Asset Management, Inc.

Dear Ms. Regnier:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of U.S. Bank, National Association, located in Minneapolis, Minnesota.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,

Alex Hager
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

DK

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.

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1. U.S. Bancorp Asset Management, 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. Delaware 3. 41-2003732
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/19/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 2002 or upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 800 Nicollet Mall, Minneapolis, MN 55402
(Principal office address)
- _____
(Current mailing address)

The Corporation expects to engage in investment management services or other activities authorized under its
8. Certificate of Incorporation.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

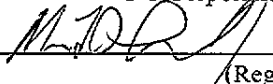
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

C T Corporation System
By: 
(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 business addresses of officers and/or directors:

A. DIRECTORS *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS *SEE ATTACHMENT*

President: Thomas S. Schreier, Jr.

Address: 800 Nicollet Mall
Minneapolis, MN 55402

Vice President: Robert H. Nelson

Address: 800 Nicollet Mall
Minneapolis, MN 55402

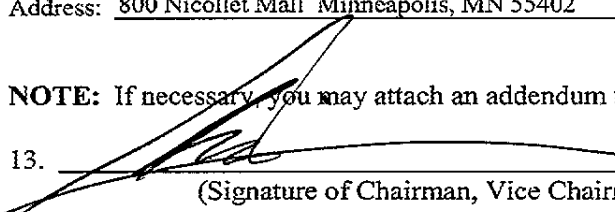
Secretary: James L. Chosy

Address: 800 Nicollet Mall Minneapolis, MN 55402

Treasurer: Kenneth L. Delecki

Address: 800 Nicollet Mall Minneapolis, MN 55402

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. Christopher O. Petersen, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida
Officers & Directors

02 JUN 29 AM 9:11:17
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Full Name: Thomas S. Schreier, Jr.
Officer/Director: Officer, Director
Officer's Title: President
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

2. Full Name: Robert H. Nelson
Officer/Director: Officer, Director
Officer's Title: Vice President
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

3. Full Name: James L. Chosy
Officer/Director: Officer
Officer's Title: Secretary
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

4. Full Name: Kenneth L. Delecki
Officer/Director: Officer
Officer's Title: Treasurer
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

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TALLAHASSEE, FLORIDA

6. Full Name: Christopher O. Petersen
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

7. Full Name: John J. Gibas
Officer/Director: Director
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

8. Full Name: Peter D. Torvik
Officer/Director: Director
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

9. Full Name: Mark S. Jordahl
Officer/Director: Director
Business Address: 800 Nicollet Mall
City: Minneapolis
State: MN
ZIP Code: 55402

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. BANCORP ASSET MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

02 JAN 29 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3371446 8300
010659959

AUTHENTICATION: 1520491
DATE: 12-20-01