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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001497034
-05/23/95--01106--006
****700.00 ****700.00

SUBJECT: First Portland Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95 7242

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:

Gretchen M. Brask
(Name of Person)
First Portland Corporation
(Firm/Company)
7145 SW Varns Street
(Address)
Portland, Oregon 97223-8057
(City, State and Zip Code)

100001446941
-04/04/95--01044--008
*****70.00 *****70.00

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

Gretchen M. Brask at (503) 598 - 4119
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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22/5 29

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

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FIRST PORTLAND CORPORATION

May 16, 1995

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

Re: First Portland Corporation, Reference Number: W95000007282
Payment of Penalty for Conducting Business Prior to Qualification

Dear Secretary of State:

I have enclosed a check in the amount of \$700.00, representing payment in full for penalty and annual report fees assessed against First Portland Corporation for conducting business prior to qualification in the state of Florida.

Please proceed to complete our foreign corporation filing upon receipt of this check. If you have any questions or concerns, please feel free to contact me. Thank you for your attention to this matter.

Very truly yours,

Gretchen M. Brask
Assistant General Counsel

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 4, 1995

**GRETCHEN M. BRESK
FIRST PORTLAND CORPORATION
7145 SW VARNS STREET
PORTLAND, OR 97223-8057**

**SUBJECT: FIRST PORTLAND CORPORATION
Ref. Number: W95000007282**

We have received your document for FIRST PORTLAND CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 295A00015293

**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:**

1. First Portland Corporation
(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. Oregon 3. 93-0870892
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/22/84 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 7655 38th Avenue N., Suite 247
St. Petersburg, Florida 33710
(Current mailing address)

8. See Exhibit "A" attached.
(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:

Name: C.T. Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

See Attachment 1
(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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12. Names and addresses of officers and/or directors: See Exhibit "B" attached.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

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.


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

14.

Leonard Ludwig, President

(Typed or printed name and capacity of person signing application)

EXHIBIT "A"

STATEMENT OF CHARACTER OF BUSINESS

The business may engage in all lawful business for which corporations may be incorporated.

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EXHIBIT "B"

DIRECTORS AND OFFICERS OF BUSINESS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>	<u>DATE TAKING OFFICE</u>
Leonard Ludwig	President/Director	6475 SW 90th Portl: , OR 97223	8/23/94
Arthur Levinson	Secretary/Director	14767 SW 109th, #10 Tigard, OR 97224	8/23/94
Gretchen Brask	Assistant Secretary	14325 SW Beef Bend Rd. Apt. #C-3 Tigard, OR 97224	8/23/94
Phyllis Levinson	Treasurer	14767 SW 109th, #10 Tigard, OR 97224	8/23/94
Zanley Galton	Assistant Secretary	2925 SW Canterbury Ln. Portland, OR 97201	8/23/94
David M. Farber	Vice President - Credit / Operations	9912 SW Quail Post Rd. Portland, OR 97219	8/23/94
Robert Nemhauser	Vice President - Sales	17415 Upper Cherry Ln. Lake Oswego, OR 97034	8/23/94
Donald Hadley	Vice President - Finance	6222 Meridian Circle West Linn, OR 97068	8/23/94
Amy Sherwood	Assistant Vice President - Controller	1144 NW 120th Pl. Portland, OR 97229	8/23/94
John Capaci	Assistant Vice President - Taxes	1102 Lincoln Oregon City, OR 97045	8/23/94

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Attachment 1

CONSENT TO SERVE AS REGISTERED AGENT

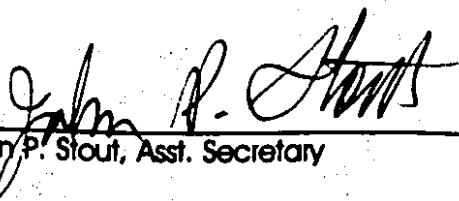
C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, does hereby consent to serve as Registered Agent in the State of Florida, for the following company:

FIRST PORTLAND CORPORATION

(Name of corporation or limited partnership)

We understand that as the agent, it will be our responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of our resignation, or of any changes in the Registered Office address.

DATED this 17th day of March, 1995



John P. Stout, Asst. Secretary

STATE OF OREGON

Office of the Secretary of State Corporation Division

I, *Janet Sullivan*, Director of the Corporation Division,
DO HEREBY CERTIFY:

FIRST PORTLAND CORPORATION

was
incorporated
under the Oregon

Business Corporation Act

on

June 22, 1984

and is active on the records of the Corporation
Division as of the date of this certificate.

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Janet Sullivan
Director

BY

Marilyn Schmidt

DATE February 10, 1995