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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

techies.com Inc.

<input checked="" 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	<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"/> Call When Ready	<input type="checkbox"/> Photocopies	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out	<input type="checkbox"/> Will Wait	

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SECRETARY OF CORPORATIONS
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Name _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/05/00

FILE SECOND

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

00 JUL -5 AM 11:02

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**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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DEPARTMENT OF REVENUE
JUL - 5 PM '98

1. techies.com 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 (State or country under the law of which it is incorporated) 3. 41-1791024 (FEI number, if applicable)

4. February 25, 2000 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. March 30, 2000 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 7101 Metro Boulevard, Edina, Minnesota 55439
(Current mailing address)

8. See attached purpose clause.
(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: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
Michelle R Justesen
(Registered agent's signature) (Officer)

Michelle R Justesen
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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DIVISION OF CORPORATIONS
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13. Dan Meiusi
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dan Meiusi, Secretary
(Typed or printed name and capacity of person signing application)

EXHIBIT A
OFFICERS AND DIRECTORS OF
techies.com inc.

Officers

<p>Name: Dan Frawley Title: President, Chief Executive Officer Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>	<p>Name: Jeff Traynor Title: Senior Vice President, Strategic Planning & Implementation Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>
<p>Name: Lisa Shough Title: Vice President, Sales Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>	<p>Name: Tony Abena Title: Chief Online Officer Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>
<p>Name: Doug Berg Title: Chief Techie Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>	<p>Name: George Johnson Title: Vice President, Member Marketing Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>
<p>Name: Peter Brasket Title: Vice President, Business Development Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>	<p>Name: John Barrow Title: Vice President, Client Marketing Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>
<p>Name: Dan Meiusi Title: Vice President, Operations and Secretary Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>	<p>Name: Larry Stranghoerner Title: Chief Financial Officer Home Address: techies.com inc. 6100 West 110th Street Bloomington, MN 55348-2664</p>

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DIVISION OF CORPORATIONS

EXHIBIT A
OFFICERS AND DIRECTORS OF
techies.com inc.

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Directors

Name: Dan Frawley Title: Chairman of Board of Directors Home Address: techies.com inc. 6100 West 110 th Street Bloomington, MN 55348-2664	Name: Anthony Brenner Title: Director Home Address: techies.com inc. 6100 West 110 th Street Bloomington, MN 55348-2664
Name: Follett Carter Title: Director Home Address: techies.com inc. 6100 West 110 th Street Bloomington, MN 55348-2664	Name: Bryson Hollimon Title: Director Home Address: techies.com inc. 6100 West 110 th Street Bloomington, MN 55348-2664
Name: Mark Jung Title: Director Home Address: techies.com inc. 6100 West 110 th Street Bloomington, MN 55348-2664	Name: Timothy Stepanek Title: Director Home Address: techies.com inc. 6100 West 110 th Street Bloomington, MN 55348-2664
Name: Billie C. Worthen Title: Director Home Address: techies.com inc. 6100 West 110 th Street Bloomington, MN 55348-2664	

State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TECHIES.COM 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 TWENTY-FIFTH DAY OF MAY, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0460696

DATE:

05-25-00