

F00000006951

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DownsizeUp, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

100003497181--1
-12/12/00--01065--002
*****70.00 70.00

Leif E. Rasmussen
(Name of Person)

Steffens & Rasmussen
(Firm/Company)

3400 West 66th Street, Suite 300
(Address)

Edina MN 55435
(City/State and Zip code)

For further information concerning this matter, please call:

William P. Miller at (952) 401-1011
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
12/14

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

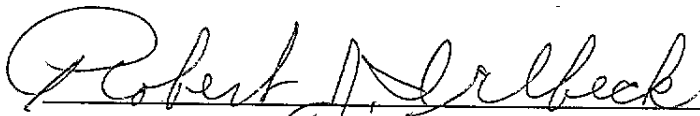
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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.*

1. DownsizeUp, 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. Minnesota 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 6, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 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. 6561 Fox Path, Chanhassen MN 55317
(Principal office address)
6561 Fox Path, Chanhassen MN 55317
(Current mailing address)
8. Elder Services
(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: Robert J. Irlbeck
Office Address: 5589 Golf Pointe
Sarasota, Florida 34243
(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.


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William P. Miller

Address: 6561 Fox Path
Chanhassen MN 55317

Vice Chairman: Ann K. Miller

Address: 6561 Fox Path
Chanhassen MN 55317

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: William P. Miller

Address: 6561 Fox Path
Chanhassen MN 55317

Vice President: _____

Address: _____

Secretary: Ann K. Miller

Address: 6561 Fox Path, Chanhassen MN 55317

Treasurer: Ann K. Miller

Address: 6561 Fox Path, Chanhassen MN 55317

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

13. William P. Miller
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William P. Miller, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

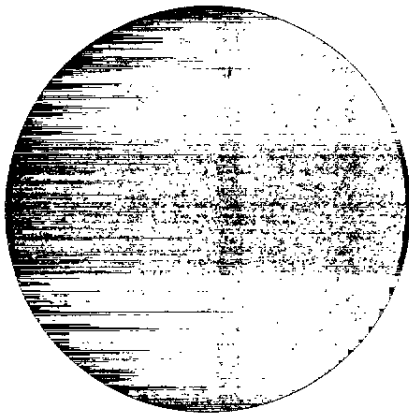
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: DownsizeUp, Inc.

Date Formed: 10/06/2000

Chapter Governed By: 302A

This certificate has been issued on 12/01/00.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mary Kiffmeyer
Secretary of State.