

CT CORPORATION SYSTEM

F01000001070

FILED
FEB 23 PM 2:35
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

University Holdings, Inc.

600003757996--2

-02/23/01--01053--003

*****70.00 *****70.00

600003757996--2

-02/23/01--01053--004

*****17.50 *****17.50

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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<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		

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

2/23/01

M.S.

Order#: 3674450

Ref#: _____

Amount: \$ _____

RECEIVED
01 FEB 23 PM 12:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

ML
2/23

**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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FEB 23 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. University Holdings, 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. 41-1723380
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 17, 1992 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. Suite 375, 1500 South Highway 100, Minneapolis, MN 55416
(Principal office address)
Same
(Current mailing address)
8. All lawful business purposes.
(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: CT Corporation
Office Address: 1200 South Pine Island Road
Plantation, FL, 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.

Michael R. Guston, Asst. Secy.
(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

Chairman: Victoria S. Richman

Address: Suite 375, 1500 South Highway 100, Minneapolis, MN 55416

Vice Chairman: Marilyn A. Boeckermann

Address: Suite 375, 1500 South Highway 100, Minneapolis, MN 55416

Director: Kirby D. Payne

Address: Suite 375, 1500 South Highway 100, Minneapolis, MN 55416

Director: Daniel A. Boeckermann

Address: Suite 375, 1500 South Highway 100, Minneapolis, MN 55416

B. OFFICERS

President: Victoria S. Richman

Address: Suite 375, 1500 South Highway 100, Minneapolis, MN 55416

Vice President: Kirby D. Payne

Address: Suite 375, 1500 South Highway 100, Minneapolis, MN 55416

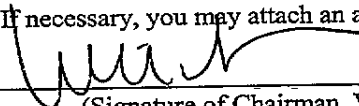
Secretary: Kirby Payne

Address: _____

Treasurer: Victoria Richman

Address: _____

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

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

14. Victoria S. Richman, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Minnesota
SECRETARY OF STATE

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SECRETARY OF STATE
TAMM HALL, FLORIDA

Certificate of Good Standing

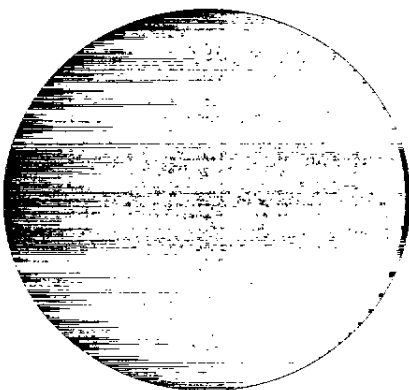
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the 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: University Holdings, Inc.

Date Formed: 06/17/1992

Chapter Governed By: 302A

This certificate has been issued on 02/22/01.



Mary Kiffmeyer
Secretary of State.