

WINMARK

C O R P O R A T I O N

F01000005452

December 19, 2001

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application by Foreign Profit Corporation to
File Amendment to Application for Authorization
to Transact Business in Florida

Dear Sir/Madam:

Please be advised that Grow Biz International, Inc. has changed its name to Winmark Coporation. Accordingly, enclosed please find an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a certified copy of the Articles of Incorporation and Amendment and a check for the \$35.00 filing fee.

Please return the acknowledgment copy to:

Tamara Harmon
Winmark Corporation
4200 Dahlberg Drive
Minneapolis, MN 55422-4837

300004736063--8
-12/21/01--01051--006
*****35.00 *****35.00

If you have any questions or need additional information, please contact my assistant, Tamara Harmon, at 763/520-8422. Thank you.

Best Regards,

WINMARK CORPORATION

By

Mark T. Hooley
Vice President and General Counsel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 21 AM 10:27

FILED

MTH/tlh
Enclosures

4200 DAHLBERG DRIVE, SUITE 100, MINNEAPOLIS, MN 55422-4837
PHONE (763) 520-8500 FAX (763) 520-8410 WWW.WINMARKCORPORATION.COM
TH1037.DOC

1-2-02
Ad
my

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Grow Biz International, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Minnesota 3. 10/18/01
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/19/01

5. Winmark Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

11/30/01
Date

Mark T. Hoohey
Typed or printed name

Vice President and General Counsel
Title

FILED
01 DEC 21 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5Z-841

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: WINMARK CORPORATION

MN: GROW BIZ INTERNATIONAL, INC.

State of Formation and Name of Surviving Entity:

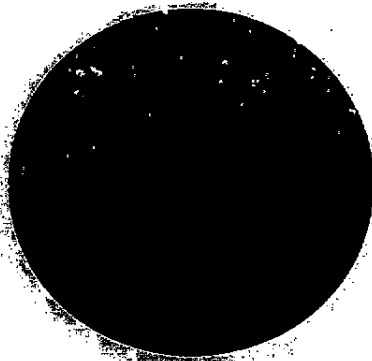
MN: GROW BIZ INTERNATIONAL, INC.

Effective Date of Merger: November 19, 2001 @ 12:01a.m.

Name of Surviving Entity After Effective Date of Merger:

WINMARK CORPORATION

This certificate has been issued on: November 16, 2001.



Mary Kiffmeyer

Secretary of State.

EXHIBIT A

**PLAN OF MERGER
OF
WINMARK CORPORATION
INTO
GROW BIZ INTERNATIONAL, INC.**

1. Grow Biz International, Inc. (the "Surviving Corporation"), as the owner of all of the outstanding shares of Winmark Corporation (the "Subsidiary Corporation"), shall merge Subsidiary Corporation into the Surviving Corporation (the "Merger") in accordance with the provisions of Minnesota Statutes, Section 302A.621.
2. In connection with the Merger, the name of the Surviving Corporation shall be changed to "Winmark Corporation." *J*
3. In connection with the Merger, the Surviving Corporation shall assume all of the obligations of Subsidiary Corporation outstanding at the effective time of the Merger.
4. The shares of Subsidiary Corporation shall not be converted into shares of the Surviving Corporation but shall, at the effective time of the Merger, be surrendered and extinguished without payment of any cash or the delivery of any other consideration.
5. The merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

::ODMA\FCD\DOCS\FBD\DOCS\102579577\1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED *J*

NOV 16 2001

Mary Hiffmeyer
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 12-13-01

Mary Hoffmeyer

Secretary of State



By

Sharon Nelson

52-841

**ARTICLES OF MERGER
OF
WINMARK CORPORATION
INTO
GROW BIZ INTERNATIONAL, INC.**

Pursuant to Sections 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of Grow Biz International, Inc., a Minnesota corporation (the "Surviving Corporation"), which is the owner of all of the issued and outstanding shares of common stock, \$0.01 par value per share, of Winmark Corporation, a Minnesota corporation, (the "Subsidiary Corporation"), which is the only outstanding capital stock of Subsidiary Corporation, hereby executes and files these Articles of Merger.

FIRST: Attached hereto as Exhibit A is a copy of a Plan of Merger providing for the merger of the Subsidiary Corporation into the Surviving Corporation and, in connection therewith, to change the name of the Surviving Corporation to "Winmark Corporation."

SECOND: The Plan of Merger has been approved by the Surviving Corporation pursuant to Minnesota Statutes Chapter 302A, Section 302A.621.

THIRD: Subsidiary Corporation has outstanding 100 shares of common stock, \$0.01 par value, all of which are owned by the Surviving Corporation.

FOURTH: Upon the effective time of the merger, pursuant to Minnesota Statutes Chapter 302A, Section 302A.621, Subd.1, Article 1 of the Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the corporation is "Winmark Corporation."

FIFTH: The Merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

I certify that I am authorized to execute these Articles of Merger and I further certify that I understand that by signing these Articles of Merger I am subject to the penalties of perjury as set forth in Minnesota Statutes, Section 609.48, as if I had signed these Articles of Merger under oath.

Dated this 15th day of November, 2001.

Grow Biz International, Inc.

By


John L. Morgan
Its Chief Executive Officer

::ODMA\FCD\DOCS\FBD\DOCS\1\2579577\1

016333

Corp holds RN-32042