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FOREIGN PROFIT QUALIFICATION

TCF Management Corporation

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 5, 2003

CT CORPORATION SYSTEM

SUBJECT: TCF MANAGEMENT CORPORATION
REF: W03000032631

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

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 (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: E03000310953
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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.**

1. TCF Management Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

TCF Real Estate Management Corporation
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota 3. 41 - 1474691
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 15, 1980 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. 801 Marquette Avenue, Minneapolis, MN 55402
(Principal office address)
- 801 Marquette Avenue, Minneapolis, MN 55402
(Current mailing address)

8. Holding Company
(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 System

Office Address: 1200 South Pine Island Road

Plantation, 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.

C T Corporation System
By: Michelle Miller
(Registered agent's signature)

Michelle Miller
Assistant Secretary

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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

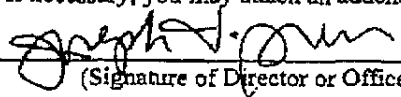
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Joseph T. Green, Secretary
(Typed or printed name and capacity of person signing application)

TCF MANAGEMENT CORPORATION

DIRECTORS:

Name	Address
Paul B. Brawner	801 Marquette Ave., Minneapolis, MN 55402
Scott A. Fedie	801 Marquette Ave., Minneapolis, MN 55402
Mark L. Jeter	801 Marquette Ave., Minneapolis, MN 55402

OFFICERS:

Name	Office	Address
Paul B. Brawner	President	801 Marquette Ave., Minneapolis, MN 55402
Richard J. Frisch	Vice President	801 Marquette Ave., Minneapolis, MN 55402
Mary Sharp	AVP	801 Marquette Ave., Minneapolis, MN 55402
Joseph T. Green	Secretary	200 Lake Street East, Wayzata, MN 55391
Neil W. Brown	Treasurer	200 Lake Street East, Wayzata, MN 55391
David M. Stautz	Assistant Treasurer	200 Lake Street East, Wayzata, MN 55391

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

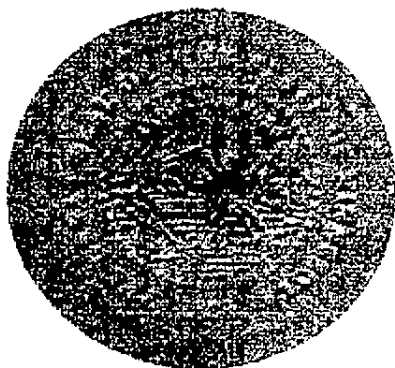
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the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

Date Formed: 02/21/1980

Chapter Governed By: 302A

This certificate has been issued on 11/04/03.



Mary Kiffmeyer
Secretary of State.