

F04000000242

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

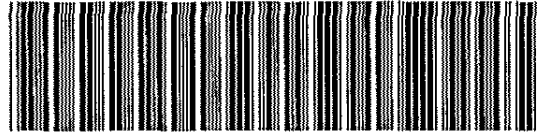
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUL - 1 PM 2:48

Name Change
7/8/05
DC

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ferndale Development Limited, Inc.
(Name of corporation)

DOCUMENT NUMBER: F04000000242

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elizabeth Reiskytl, Esq.
(Name of person)

Fredrikson & Byron, P.A.
(Name of firm/company)

200 South Sixht Street, Suite 4000
(Address)

Minneapolis, MN 55402
(City/state and zip code)

For further information concerning this matter, please call:

Elizabeth Reiskytl at (612) 492-7176
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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)

F0400000242
(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUL - 1 PM 2:48

1. Ferndale Development Limited, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Minnesota (Incorporated under laws of) 3. 01/14/2004 (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? March 8, 2005

5. Ferndale Investment Corp.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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 of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael O. Kane
(Typed or printed name of person signing)

June 30, 2005
(Date)

CEO and President
(Title of person signing)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

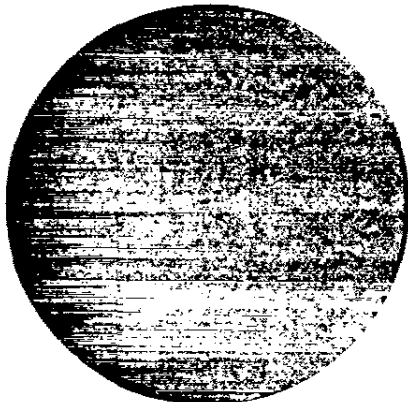
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the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

Date Formed: 09/23/1996

Chapter Governed By: 302A

This certificate has been issued on 06/30/05.



Mary Kiffmeyer
Secretary of State.

9I-540

DC-RA, CN,
RO, CS-100,000



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FERNDALE DEVELOPMENT LIMITED**
(Ferdale Investment Corp pursuant to this amendment and restatement)

The undersigned hereby certifies that Amended and Restated Articles of Incorporation of Ferdale Development Limited, in the form attached hereto as Exhibit A, were adopted pursuant to Section 302A.133 of the Minnesota Business Corporation Act.

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

Dated: February 21, 2005



Michael O. Kane, President

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FERNDALE DEVELOPMENT LIMITED
(Ferndale Investment Corp. pursuant to this amendment and restatement)

The undersigned individual, being of full age, for the purpose of forming a corporation under and pursuant to Chapter 302A of the Minnesota Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

1.1) The name of the Corporation is hereby changed from Ferndale Development Limited to Ferndale Investment Corp. 

ARTICLE 2 - REGISTERED OFFICE AND AGENT

2.1) The registered office of the corporation is located at 499 Bovey Road, Wayzata, Minnesota 55391, and the name of the registered agent at that address is Owen V. Kane.

ARTICLE 3 - CAPITAL STOCK

3.1) Authorized Shares: Establishment of Classes and Series. The aggregate number of shares the corporation has authority to issue shall be 100,000 shares, which shall have a par value of \$.01 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the corporation. The Board of Directors may establish such classes or series with such designation, rights and preferences as the Board shall establish by resolution adopted and filed in the manner provided by law.

3.2) Issuance of Shares. The Board of Directors of the corporation is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of any class or series of the corporation to such persons, at such times and upon such terms and conditions as the Board shall determine, establishing a price in money or other consideration, or a minimum price, or a general formula or method by which the price will be determined.

3.3) Issuance of Rights to Purchase Shares. The Board of Directors is further authorized from time to time to grant and issue rights to subscribe for, purchase, exchange securities for, or convert securities into, shares of the corporation of any class or series, and to fix the terms, provisions and conditions of such rights, including the exchange or conversion basis or the price at which such shares may be purchased or subscribed for.

3.4) Issuance of Shares to Holders of Another Class or Series. The Board is further authorized to issue shares of one class or series to holders of that class or series or to holders of another class or series to effectuate share dividends or splits.

ARTICLE 4 - RIGHTS OF SHAREHOLDERS

4.1) No Preemptive Rights. No shares of any class or series of the corporation shall entitle the holders to any preemptive rights to subscribe for or purchase additional shares of that class or series or any other class or series of the corporation now or hereafter authorized or issued.

4.2) No Cumulative Voting Rights. There shall be no cumulative voting by the shareholders of the corporation.

ARTICLE 5 - DIRECTORS

5.1) Written Action by Directors. Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors or, in cases where the action need not be approved by the shareholders, by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

ARTICLE 6 - MERGER, EXCHANGE, SALE OF ASSETS AND DISSOLUTION

6.1) Where approval of shareholders is required by law, the affirmative vote of the holders of at least a majority of the voting power of all shares entitled to vote shall be required to authorize the corporation (i) to merge into or with one or more other corporations, (ii) to exchange its shares for shares of one or more other corporations, (iii) to sell, lease, transfer or otherwise dispose of all or substantially all of its property and assets, including its good will, or (iv) to commence voluntary dissolution.

ARTICLE 7 - AMENDMENT OF ARTICLES OF INCORPORATION

7.1) After the issuance of shares by the corporation, any provision contained in these Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of the holders of at least a majority of the voting power of all shares entitled to vote or such greater percentage as may be otherwise prescribed by the laws of the State of Minnesota.

ARTICLE 8 - AMENDMENT OF BYLAWS

8.1) After the initial Bylaws of the corporation are adopted by the incorporators or first Board in the manner provided by law, no bylaw may be adopted, amended or repealed unless approved by the affirmative vote of the holders of a majority of the voting power of all shares entitled to vote.

ARTICLE 9 - LIMITATION OF DIRECTOR LIABILITY

9.1) To the fullest extent permitted by Chapter 302A, Minnesota Statutes, as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

#30733961

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 08 2005

Mary Hoffmeyer
Secretary of State