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### FOREIGN PROFIT QUALIFICATION

Ryan Companies US, Inc.

Certificate of Status	0
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3/31/04

#### 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. Ryan Companies US,	Inc.			
(Enter name of corpora	ution; must include "INCORPORA" "Inc," "Co," or "Corp.")	TED,	"COMPANY," "CORPORATION,"	
(If name unavailable ir	Florida, enter alternata corporate :	name	adopted for the purpose of transacting business in Flo	rida)
2. Minnesota		3.	41-0882483	
	the law of which it is incorporated	_	(FEI number, if applicable)	
4_ 03/26/1964		_ 5.	Perpental	
(Date of inc	corporation)		(Duration: Year corp. will cease to exist or "perpetu	a(")
5. 03/31/2004				
(Date first transacted by			t transacted business in Florida, insert "upon qualificat	ion.")
	•		., 607.1502 and 817.155, F.S.)	
7. 50 South Tenth Street,	Suite 300, Minneapolis, MN 5540			
	(Principal offic	e add	ress)	
same	7.5			
	(Currept mailin	g ado	neee)	
h annanal mamba	mating damlerment an	റ് സ	rerestir management	TAT Sp.
	racting, development and opporation authorized in home state		ountry to be carried out in state of Florida)	<del></del>
• - • •	-		•	CRETARY
7. Name and <u>street ad</u>	dress of klorida registered age	ent:	(P.O. Box or Mail Drop Box NOT acceptable)	- 255 - 255
Name: CTC	orporation System			ا
Office Address: c/o C	T Corporation System, 1200 South	Pine	island	
<b></b>			<del></del>	
Planta	tion (City)		Florida 33324 (Zip code)	<b>*</b> _*.
	(City)		(Zip code)	
10. Registered agent's				
laving been named as	registered agent and to accept, cation. I hereby accept the ann	servi ciuto	ce of process for the above stated corporation at nent as registered agent and agree to act in this (	the place
lesionated in this confi		~~~	were an inchression after anies and the to test the field s	apacay. 1
lesignated in this appli further agree to comply	v with the provisions of all statu	ites r	elative to the proper and complete performance (	or my aunes
lesignated in this appli further agree to comply and I am familiar with	v with the provisions of all statu and accept the obligations of n	ites r		oj my aunes
designated in this appli further agree to comply and I am familiar with	v with the provisions of all statu	ites r	sition as registered agent. Andrea Mitlyng	oj my aunes
lesignated in this appli further agree to comply and I am familiar with	v with the provisions of all statu and accept the obligations of n	ites r	sition as registered agent.	oj my aunes

11. Attached is a confidence 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:

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AMED AME

A. DIRECTORS		
Chairman: SEE ATTACHMENT		
Address:		<del></del>
	·—·—	
Vice Chairman;	<del></del>	
Address:		
Director:		
Address:		<del></del> -
		<del></del> .
Director:	<del></del>	
Address:		·
B. OFFICERS		
President: SEE ATTACHMENT	SECRE	20
Address:	<u> </u>	04 KBH31
	- S	<u>3</u>
Vice President:	<u>```</u> -——, <u>C:</u>	<u> </u>
Address:	- 12 miles	<u> </u>
· · · · · · · · · · · · · · · · · · ·		<del>, , , ,</del>
Secretary:		
Address:		
Treasurer:		
Address:		
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or direct	<b>A</b>	
The and	tois.	
(Signature of Director or Officer listed in number 12 of the application)	<del></del>	

(Typed or printed name and capacity of person signing application)

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14. Mary E. Wawro, Vice President

### Exhibit A

### OFFICERS RYAN COMPANIES US, INC.

NAME	OFFICE	ADDRESS
James R. Ryan	Chief Executive Officer	50 South Tenth Street Suite 300 Minneapolis, MN 55403
Patrick G. Ryan	President ·	50 South Tenth Street Suite 300 Minneapolis, MN 55403
Timothy M. Gray	Chief Financial Officer, Vice President, Treasurer and Secretary	50 South Tenth Street Suite 300 Minneapolis, MN 55403
Mary E. Wawro	Vice President, Chief General Counsel, Assistant Secretary	50 South Tenth Street Suite 300 Minneapolis, MN 55403

# DIRECTORS RYAN COMPANIES US, INC.

NAME	OFFICE	<u>ADDRESS</u>
Francis J. Ryan	Chairman of Board	Ryan Building, Suite 3 Hibbing, MN 55746
Russell J. Ryan	Vice Chairman of Board	Ryan Building, Suite 3 Hibbing, MN 55746
James R. Ryan		50 South Tenth Street Suite 300 Minneapolis, MN 55403
Timothy M. Gray		50 South Tenth Street Suite 300 Minneapolis, MN 55403
Patrick G. Ryan		50 South Tenth Street Suite 300 Minneapolis, MN 55403

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--- CATEMPRICUPALIST OF OFFICERS AND DIRECTORS LOS

Martin B. Thiede

13533 Camino Del Sol, #137 Sun City West, AZ 85375

Lloyd M. Sigel

Lloyd's Food Products Holding Company, LLC 7887 Vizcaya Way Naples, FL 34108

Kim Culp

11455 Viking Drive Eden Prairie, MN 55344

Duane E. Joseph

50 South Sixth Street

Suite 1500

Minneapolis, MN 55402

Kevin Roberg

Delphi Venture Capital 1695 Hunter Drive Medina, MN 55391

SECRETARY OF STAFF

# State of Minnesota

## **SECRETARY OF STATE**

#### Certificate of Good Standing

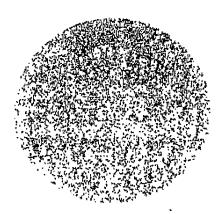
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the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

Date Formed: 03/26/1964

Chapter Governed By: 302A

This certificate has been issued on 03/30/04.



Mary Kiffmager Secretary of State.