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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Merchants Capital Resources, Inc.

Certificate of Status	0
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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. Merchants Capital Resources, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Minnesota 3. 06-1261012
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/25/1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7600 Parklawn, Suite 384 Minneapolis, MN 55435
(Principal office address)

(Current mailing address)

8. Finance / Lease
(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 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.

By: CT Corporation System

By: Michele Miller

(Registered agent's signature)

Michele 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:

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A. DIRECTORS - See attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS - See attached

President: _____

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. Bradley R. Brotsma

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

14. Bradley R. Brotsma - President

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

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Merchants Bank Fed ID# 41-0632402

Merchants Capital Resources - Federal Tax ID No. 06-1261-012,

Additional Officer: Bradley R. Broisma
President
4400 Meadowood Circle
St. Paul, MN 55127
Telephone: 651-484-5231

Ross A. Schochenmaier
VP of Direct Sales
1046 Pond Curv
Waconia, MN 55387-3100
Telephone 952-442-3981

Corey C. Hothan
VP of Portfolio Management
6430 City West Parkway
Eden Prairie, MN 55344

Board of Directors: Henry E. Calteaux
36147 Old Homer Road
Winona, MN 55987

Richard L. Mahoney
131 Jaybee Drive
Winona, MN 55987-1054

Mark E. McGrory
678 Johnson Street
Winona, MN 55987-3352

Rodney R. Nelson - Chairman
809 Spring Brook Drive
Winona, MN 55987-9597

Susan M. Savat - Treasurer/ Secretary
139 Waterford Circle
Winona, MN 55987

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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: Merchants Capital Resources, Inc.

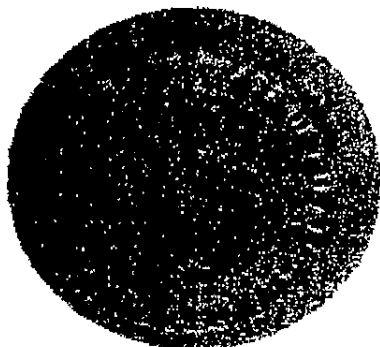
Date Formed: 05/25/1988

Chapter Governed By: 302A

This certificate has been issued on 05/08/06.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Mary Kiffmeyer
Secretary of State.