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REGISTRATION LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

600001456726
-05/23/95--01078--005
*****70.00 *****70.00

SUBJECT: Cedarleaf, Cedarleaf, & Cedarleaf, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-10847

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Amy Thompson
(Name of Person)
Cedarleaf, Cedarleaf, & Cedarleaf, Inc.
(Firm/Company)
PO Box 64717, 360 W. Larpenteur Avenue
(Address)
St. Paul, MN 55164
(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

Should you need to call someone concerning this matter, please call:

Amy Thompson at (612) 488 - 6666
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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p 9



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 24, 1995

**AMY THOMPSON
CEDARLEAF, CEDARLEAF, & CEDARLEAF, INC.
P.O. BOX 64717
ST. PAUL, MN 55164**

**SUBJECT: CEDARLEAF, CEDARLEAF, & CEDARLEAF, INC.
Ref. Number: W95000010847**

We have received your document for CEDARLEAF, CEDARLEAF, & CEDARLEAF, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2800.00.

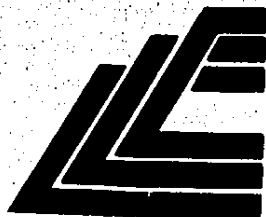
Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please list the officers title by their name in section #12.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 095A00026260



Cedarleaf, Cedarleaf & Cedarleaf, Inc.
SURETY BOND AND CONSTRUCTION INSURANCE SPECIALISTS

June 7, 1995

Freta Lott
Corporate Specialist Supervisor
Florida Department of State
Divisions of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Application of Certificate of Authority
Cedarleaf, Cedarleaf, & Cedarleaf, inc.
Ref. Number: W95000010847

Dear Ms. Lott:

In regards to our conversation of today, enclosed you will find a sworn affidavit, signed by one of our officers, stating that this corporation, although previously licensed in Florida, has never transacted business in Florida.

I have also supplied the additional information requested in section #12.

At this time, I am requesting that this application for a Certificate of Authority continue to be processed. If you still need any further information, please let me know as soon as possible. Thank you for cooperation and patience.

Sincerely,

Amy Thompson
License Coordinator

Enclosures

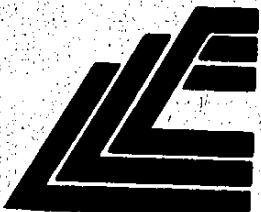
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TALLAHASSEE, FLORIDA

AT/15973



360 WEST LARPEUR AVENUE • P.O. BOX 64717 • ST. PAUL, MINNESOTA 55164 • (612) 488-6666 • FAX (612) 488-9932



Cedarleaf, Cedarleaf & Cedarleaf, Inc.
 SURETY BOND AND CONSTRUCTION INSURANCE SPECIALISTS

STATE OF MINNESOTA
 COUNTY OF RAMSEY

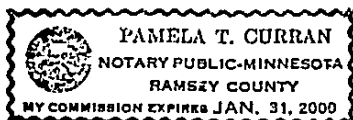
Jack Cedarleaf II being duly sworn, deposes and says:
 That he is the Secretary/Treasurer for Cedarleaf, Cedarleaf, &
 Cedarleaf, Inc. and that this affidavit is made for the purpose
 of obtaining a Certificate of Authority from the Florida
 Department of State.

License Number: 066742
 Licensee Name: Richard Jesse Larsen
 License Type: Non-Resident General Lines (Property & Casualty)
 Issued Date: December 18, 1991

Although Mr. Larsen has been licensed in the State of Florida he
 nor our agency has conducted any business in Florida. At this
 time we do anticipate conducting business and therefore will be
 submitting an application to the State of Florida Insurance
 Department for myself. Once this licensed has been obtained, we
 will be cancelling Mr. Larsen's license. I therefore request
 that the \$2,800 requested by your office be waived and
 application for a Certificate of Authority continue to
 processed.

By Jack Cedarleaf II
 Jack Cedarleaf II, Secretary/Treasurer

Subscribed and sworn to before me this 8th day of June, 1995.



Pamela T. Curran
 Notary Public Pamela T. Curran
 My Commission Expires 1-31-2000

AT/16072



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 SECRETARY OF STATE
 RAMSEY COUNTY

**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. Cedarleaf, Cedarleaf, & Cedarleaf, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Minnesota, USA 3. 41-0709687
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6-21-51 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 18, 1991
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Cedarleaf, Cedarleaf, & Cedarleaf, Inc.
PO Box 64717
(Current mailing address)

St. Paul MN 55164

8. Insurance and Bonding
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CF Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida,

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TALLAHASSEE
FLORIDA

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.

Susan J. Warner - Asst Sec.
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard J. Larsen - PRES.

Address: 125 Wildwood Bay Drive

Mahtomedi MN 55115

Vice Chairman: Dennis R. Dougherty - V.P.

Address: 81 Edgecumbe Drive

Mahtomedi MN 55115

Director: Jack S. Cedarleaf II - SECRETARY/TREASURER

Address: 927 Arcwood Road

Mahtomedi MN 55115

Director: _____

Address: _____

B. OFFICERS

President: ~~Officers are the same as Directors~~

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____


Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Jack S. Cedarleaf, II Secretary/Treasurer
(Typed or printed name and capacity of person signing application)



OFFICE OF THE COMMISSIONER

STATE OF MINNESOTA

DEPARTMENT OF COMMERCE

133 EAST 7th STREET
ST. PAUL, MN 55101
612/296-4826
FAX: 612/296-4328

INSURANCE AGENCY CERTIFICATION

CEDARLEAF CEDARLEAF CEDARLEAF INC
360 W Larpenteur Ave
PO Box 64717
St Paul, MN 55164
LICENSE #3186

I, James E Ulland, Commissioner of Commerce of the State of Minnesota, do hereby certify that the above captioned

Corporation **LED 1996**

is currently or was licensed as an Insurance Agency in the State of Minnesota pursuant to the requirements of Minnesota Statute 60K.02, Subd. 2.



IN WITNESS WHEREOF, I
have hereunto caused my
official seal to be affixed this
15th day of May, 1995

James E Ulland
Commissioner of Commerce

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LED = License Expiration Date (October 31 of year shown)

Our records show no formal administrative action taken against this license.

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Grove, 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: Cedarleaf, Cedarleaf, & Cedarleaf Inc.

Date Formed: 06/21/1951

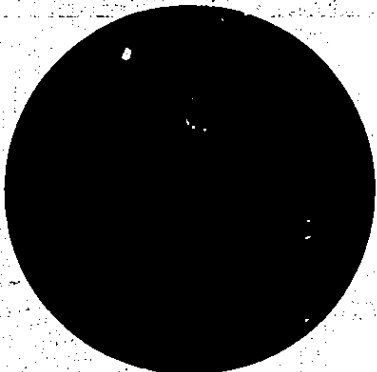
Chapter Governed By: 302A

This certificate has been issued on 05/09/95.

SECRETARY OF STATE
TALAHASSEE, FLORIDA

95 JUN 12 PM 2:37

FILED



Joan Anderson Grove
Secretary of State.