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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

600001572216
-08/29/95--01062--010
*****70.00 *****70.00

SUBJECT: Clinton Hill's Kids for Saving Earth Worldwide
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign nonprofit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Susan Gannon
(Name of Person)
Moore, Costello & Hart, P.L.L.P.
(Firm/Company)
1400 Norwest Center, 55 East Fifth Street
(Address)
St. Paul, MN 55101
(City, State and Zip Code)

55-47323 773:00
RECEIVED
DIVISION OF CORPORATIONS
SEP 1 1995

For further information concerning this matter, please call:

Susan Gannon at (612) 227-7683
(Name of Person) Area Code & Daytime Telephone Number

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

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

MOORE, COSTELLO & HART, P.L.L.P.

A PROFESSIONAL LIMITED LIABILITY PARTNERSHIP
ATTORNEYS

REPLY TO

WRITER'S DIRECT DIAL NUMBER

ST. PAUL OFFICE

(612) 290-1760

August 22, 1995

FLORIDA DEPARTMENT OF STATE
QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

Dear Sir or Madam:

Please find enclosed the following documents submitted by Clinton Hill's Kids for Saving Earth Worldwide for purposes of qualifying to do business in Florida:

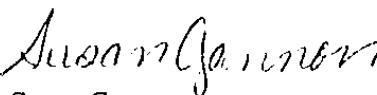
1. Transmittal letter;
2. Application by Foreign Not-for-Profit Corporation for authorization to conduct its affairs in Florida executed by the president of the corporation and signed by the registered agent;
3. Certificate of Good Standing issued by the Minnesota Secretary of State; and
4. Check in the amount of \$70 payable to the Florida Department of State.

Please contact the undersigned if you have any questions or if you need further information for the processing of this application.

Very truly yours,

MOORE, COSTELLO & HART, P.L.L.P.

By



Susan Gannon

SG:jaf
Enclosures
STP:11852-1.DOC/14690.1

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Clinton Hill's Kids for Saving Earth Worldwide Corp.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbrevia-
tions 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. "Company" or "Co." may not be used as a corporate
suffix by a nonprofit corporation.)

2. Minnesota 3. 41-1791687
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 5, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No affairs conducted as of the date of this application
(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 617.155, F.S.)

7. Clinton Hill's Kids for Saving Earth Worldwide
5425 Pineview Lane, Plymouth, MN 55442
(Current mailing address)

8. See attached exhibit "A"
(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:

CT Corporation System
(Name)
1200 South Pine Island Road
(Office address)
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.

X Susan J. Warner
(Registered agent's signature) ASST Sec.

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: Theresa G. Hill

Address: 5425 Pineview Lane

Plymouth, MN 55442

Vice Chairman: _____

Address: _____

Director: Ann L. Watts

Address: 12110 Running Brook Circle

Midlothian, VA 23113

Director: Goodman Larson

Address: 4801 Diane Drive

Hopkins, MN 55343

B. OFFICERS

President: Theresa G. Hill

Address: 5425 Pineview Lane

Plymouth, MN 55442

Vice President: _____

Address: _____

Secretary: Ann E. Svenson

Address: 13620 60th Place North

Plymouth, MN 55446

Treasurer: Same as Secretary

Address: _____

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

X 13. Theresa G. Hill
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Theresa G. Hill Chairman/President
(Typed or printed name and capacity of person signing application)

EXHIBIT "A"

Clinton Hill's Kids for Saving Earth Worldwide (the "Corporation") is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. This Corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this Corporation are:

- (a) To educate, advise and provide information to children of all ages for the purpose of fostering their awareness and interest in all matters generally relating to the environment, and the health and welfare of all living creatures, including, without limitation, control and elimination of pollution, protection and preservation of endangered land and wildlife and the general survival of the Earth and all its creatures;
- (b) To sponsor and organize model programs for children, in conjunction with educational institutions and other types of adult assistance, to implement environmental, health and welfare projects and goals to carry out the charitable purposes described in subparagraph (a) above.
- (c) To solicit funds and to accept gifts and contributions, to put to productive use all of the funds and property which this Corporation may own at any time and to use and distribute income and property exclusively for charitable purposes;
- (d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue laws); and

(e) To do any and all things and exercise any and all powers, rights and privileges for which a corporation may now or hereafter be organized after the Minnesota Nonprofit Corporation Act, or any act amendatory thereof, supplement thereto, or substituted therefor.

STP:7983.DOC

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

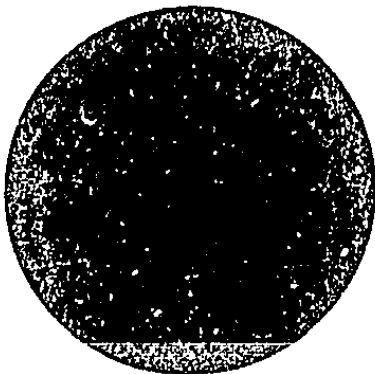
I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that 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: Clinton Hill's Kids for Saving Earth Worldwide

Date Formed: 10/05/1994

Chapter Governed By: 317A

This certificate has been issued on 08/17/95.



Joan Anderson Grove
Secretary of State.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
08/17/95