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December 11, 1995

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001665112
-12/19/95--01033--004
*****70.00 *****70.00

W95-24625

Re: Best Investments, Inc.

Dear Sir or Madam:

Enclosed herewith please find an Application for Certificate of Authority along with a Certificate of Good Standing issued from the State of Minnesota. I am also enclosing our check in the amount of \$70.00 to cover the cost of filing the same.

Should you have any questions regarding the above, feel free to contact me.

Sincerely,

MARVIN & ERHART

Charlene Johnson

Charlene Johnson
Legal Assistant
Enclosures

SL
FILED
96 FEB 27 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 19, 1995

MARVIN & ERHART
% CHARLENE JOHNSON
20 ANOKA OFFICE CTR, 2150 3RD AVE., N
ANOKA, MN 55303

SUBJECT: BEST INVESTMENTS, INC.
Ref. Number: W95000024625

We have received your document for **BEST INVESTMENTS, 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):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

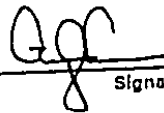
Letter Number: 995A00054658

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Gayle Converse, do hereby certify
that this Resolution of the Board of Directors of Best Investments, Inc.,
a corporation duly organized and existing under the laws of the State of Minnesota,
was duly adopted on February 6, 19 96.

Resolved, that Best Investments, Inc., organized
and existing in the State of Minnesota, hereby adopts the
name Best Investments of North America, Inc. for use in Florida.

Dated: 2/19/96



Signature of at least one director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Best Investments, 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
(State or country under the law of which it is incorporated)
3. 41-1774545
(FBI number, if applicable)
4. April 18, 1979
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. within next 3 months
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. _____
2700 South Roan Street, Suite 420 , Johnson City, TN 37601
(Current mailing address)

8. general business purposes
(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: (P.O. Box or Mail Drop Box NOT acceptable)**


Name: NRAI Services, Inc.

Office Address: 526 East Park Avenue

Tallahassee , Florida , 32301
(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.

 JEFF JUAS. Ass't. Sec'y.
(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.

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96 FEB 27 AM 8:11
TALLAHASSEE, FL
SECRETARY OF STATE

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gayle Converse

Address: 302 Sunset Drive, Suite 102B

Johnson City, TN 37601

Director: William Converse

Address: 9199 Central Avenue Northeast

Blaine, MN 55434

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Gayle Converse

Address: 302 Sunset Drive, Suite 102B

Johnson City, TN 37601

Vice President: William Converse

Address: 9199 Central Avenue Northeast

Blaine, MN 55434

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Gayle Converse, President

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.

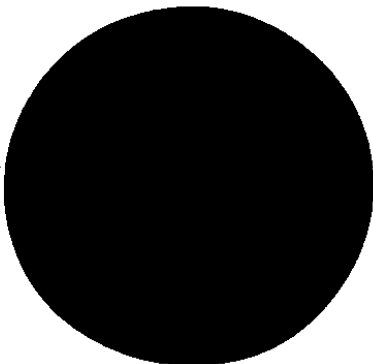
Name: Best Investments, Inc.

Date Formed: 04/18/1979

Chapter Governed By: 302A

This certificate has been issued on 12/01/95.

FILED
96 FEB 27 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Joan Anderson Grove
Secretary of State.