

F97000005618

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Duluth, Georgia 30097

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Telephone: (770) 232-9200
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September 22, 1997

VIA OVERNIGHT DELIVERY

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002307721--6
-09/30/97-01043-010
*****70.00 *****70.00

Re: Certificate of Authority for SBR, Inc.

W97-2256

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Minnesota Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,


Lynn Burlingame
Paralegal

FM-ED
DIVISION OF STATE
SECRETARY OF CORPORATIONS
97 OCT 24 PM 12:01
10/24

Enclosures

cc: Mr. Bruce A. Rasmussen



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 2, 1997

LYNN BURLINGAME, PARALEGAL
LANCE J.M. STEINHART
6455 EAST JOHNS CROSSING SUITE 285
DULUTH, GA 30097

SUBJECT: SBR, INC.
Ref. Number: W97000022556

We have received your document for SBR, 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".

The entity's date of incorporation/organization must be listed in the document.

The registered agent must sign accepting the designation.

Please note that Rick Murdock is listed as Registered Agent in part 9, but Beth Perrizo has signed line 10. The individual named as agent must sign accepting the designation.

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 497A00048530

Lance J.M. Steinhart

Attorney At Law
6455 East Johns Crossing
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Duluth, Georgia 30097

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Telephone: (770) 232-9200
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October 13, 1997

VIA OVERNIGHT DELIVERY

ATTN: Lee Rivers
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Authority for SBR, Inc.

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Resolution of the Board of Directors of SBR, Inc.; and
3. A letter dated October 2, 1997 indicating filing fees received and corrections made.

If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,



Lynn Burlingame
Paralegal

Enclosures

cc: Mr. Bruce A. Rasmussen

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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

Dear Sir or Madam:

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:

Lynn Burlingame

(Name of Person)

Lance Steinhart, Attorney at Law

(Firm/Company)

6455 East Johns Crossing, Suite 285

(Address)

Duluth, Georgia 30097

(City/State/Zip)

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

Lynn Burlingame

(Name of Person)

at (770) 232-9200

(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Bruce A. Rasmussen, do hereby certify that this Resolution of the Board of Directors of SBR, Inc. a corporation duly organized and existing under the laws of the State of Minnesota, was duly adopted on December 16, 1996. Be it resolved, that SBR, Inc., organized and existing in the State of Minnesota, hereby adopts the name Minnesota SBR, Inc. for use in Florida.

Dated : 10/13/97

Signature of any Officer :


Bruce A. Rasmussen, CEO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 PM 12:01

**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. SBR, 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. 41-1859804
(FEI number, if applicable)

4. December 19, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2116 Second Avenue South
Minneapolis, Minnesota 55404
(Current mailing address)

8. Telecommunications Services
(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: Rick Murdock

Office Address: 980 N. Federal Highway, Suite 410

Boca Raton, Florida, 33432
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 PM 12:01

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)

Director: Bruce A. Rasmussen

Address: 2116 Second Avenue South, Minneapolis, MN 55404

Director: David E. Steen, Sr.

Address: 2116 Second Avenue South, Minneapolis, MN 55404

Director: William L. Bruggeman, Sr.

Address: 2116 Second Avenue South, Minneapolis, MN 55404

Director: _____

Address: _____

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

CEO: Bruce A. Rasmussen

Address: 2116 Second Avenue South, Minneapolis, MN 55404

CFO: Diane Erickson

Address: 2116 Second Avenue South, Minneapolis, MN 55404

COO: Barbara J. Steen

Address: 2116 Second Avenue South, Minneapolis, MN 55404

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. Bruce A. Rasmussen CEO

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 PM 12:01

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

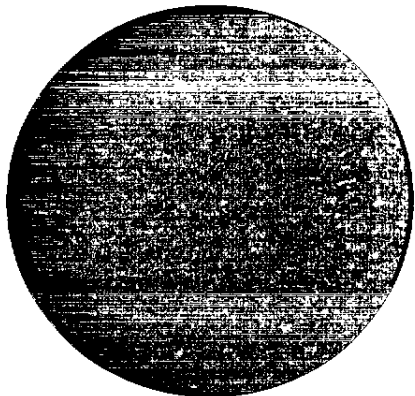
I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that 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: SBR, Inc.

Date Formed: 12/19/1996

Chapter Governed By: 302A

This certificate has been issued on 09/16/97.



Joan Anderson Grove
Secretary of State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 PM 2:09