

F98000000/304

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CBR Incorporated

(Name of corporation - must include suffix)

Dear Sir or Madam:

000002438650--0

-02/24/98--01014--001

***131.25 ***131.25

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:

W98-4159

Carole Howe

(Name of Person)

CBR Incorporated

(Firm/Company)

2040 St. Clair Avenue

(Address)

St. Paul, MN 55105

(City/State/Zip)

903/9
98 MAR -9 AM 10:59
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Barbara Shean

(Name of Person)

at (612) 690-1050

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1998

CAROLE HOWE
CBR INCORPORATED
2040 ST. CLAIR AVE.
ST. PAUL, MN 55105

SUBJECT: CBR INCORPORATED
Ref. Number: W98000004159

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SECRETARY OF CORPORATIONS
98 MAR - 9 AM 10: 59

We have received your document for CBR INCORPORATED and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 698A00010570



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Douglas Ribbeck, do hereby certify
that this Resolution of the Board of Directors of CBR Incorporated

a corporation duly organized and existing under the laws of the State of Minnesota,
was duly adopted on January 6, 19 98.

Resolved, that CBR Incorporated, organized
and existing in the State of Minnesota, hereby adopts the
name CBR Incorporated of Minnesota
for use in Florida.

Dated: 2/18/98


Signature of at least one director

INHS19(3/95)

**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. CBR Incorporated
(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 3. 41-1241131
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 24, 1974 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Pending
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2040 St. Clair Avenue
St. Paul, MN 55105
(Current mailing address)
8. Specialty Retail Stores
(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 or Mail Drop Box **NOT** acceptable)
- Name: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Susan J. Wanner
(Registered agent's signature)
Susan J. Wanner, Asst Secy

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: Douglas Ribbeck

Address: 2255 Sargent Avenue

St. Paul, MN 55105

Director: Sharon Palas

Address: 21965 Iden Avenue North

Forest Lake, MN 55025

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

President: Carole Howe

Address: 2255 Sargent Avenue

St. Paul, MN 55105

Vice President: David Barthold

Address: 3688 Pond View Point

Eagan, MN 55122

Secretary: David Barthold

Address: _____

Treasurer: none

Address: _____

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

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

14. Carole Howe, President
(Typed or printed name and capacity of person signing application)

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State of Minnesota

SECRETARY OF STATE

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Certificate of Good Standing

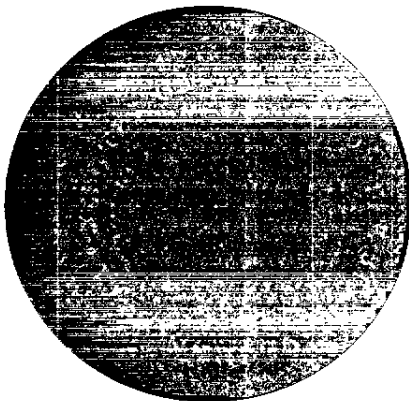
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that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

Date Formed: 10/24/1974

Chapter Governed By: 302A

This certificate has been issued on 02/18/98.



Joan Anderson Grove
Secretary of State.