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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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CORPORATION(S) NAME

Best Vendors Co.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> UCC Filing |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Fic. Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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MAR 24 1998

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS
IN THE STATE OF FLORIDA:

1. BEST VENDORS CO.
(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. 41-1356424
(FEI number, if applicable)

4. 6/15/79
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Projected: March 24, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2626 West Lake Street
Minneapolis, Minnesota 55416

8. Any legal purpose
(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: C.T. Corporation System
Office Address: 1200 South Pine Island Road
Plantation, FL 33324

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.

Connie Bryan
(Registered agent's signature) **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

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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12. A. DIRECTORS

Chairman: William E. Weisman
Address: 2626 W. Lake Street
Minneapolis, MN 55416

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: William E. Weisman
Address: 2626 West Lake Street
Minneapolis, Minnesota 55416

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: Barry R. Rubin
Address: 2626 West Lake Street
Minneapolis, MN 55416

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

13.

Barry R. Rubin, CFO, Treasurer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Barry R. Rubin - CFO, Treasurer

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

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Growe, 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.

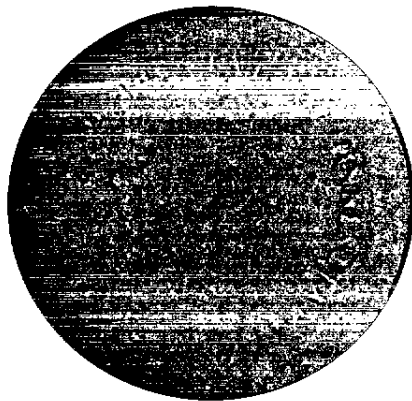
Name: Best Vendors Co.

Date Formed: 06/15/1979

Chapter Governed By: 302A

This certificate has been issued on 03/23/98.

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Joan Anderson Growe
Secretary of State.