



Celebrating 20 Years of Serving You

CSM Corporation

2575 University Ave. W., Suite 150 • St. Paul, MN 55114-1024 612/646-1717 • FAX 612/646-2404

May 28 1998

F980000003060

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

By Overnight Delivery

Re: CSM Properties, Inc. (suffix)
Qualification as Foreign Corporat. 100002540571 -- 2
-05/29/98--01040--002
****131.25 ****131.25
Transact Business in Florida",

Dear Sir or Madam:

Enclosed in connection with the noted company are the following:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Good Standing issued by the Minnesota Secretary of State and dated May 27, 1998;
4. Our check in the sum of \$131.25 (\$70 filing fee for Application, \$8.75 for certificate of status, and \$52.50 for certified copy). Please return the certificate of status and certified copy to my attention in the enclosed UPS envelope by calling 1-800-PICK-UPS and charging the delivery to CSM's account (MN 55X-685).

Thank you for your assistance. Please contact me in the event you require anything further to complete filing.

Very truly yours,

CSM CORPORATION

Joan Kuschke
Joan Kuschke — gave auth.

Enclosures

*to add date to #6
re 5/29*

cc: Cassandra Thomas, Roetzel & Andress
Robert Heiberg, Dorsey & Whitney

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DIVISION OF CORPORATIONS
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**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. CSM Properties, 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. 41-1867278
(FEI number, if applicable)
4. 2/25/97
(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. 2575 University Avenue West, Suite 150, St. Paul, MN 55114

(Current mailing address)
8. General business purposes
(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, Florida, _____
(Zip code)

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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.

Michelle K. Juelson, Asst. Secy.
(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.

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

~~Chairman~~ Gary S. Holmes

Address: 2575 University Avenue West, Suite 150

St. Paul, MN 55114

Director

~~Vice Chairman~~ James Ottenstein

Address: 2575 University Avenue West, Suite 150

St. Paul, MN 55114

Director:

Address:

Director:

Address:

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

President: Gary S. Holmes

Address: 2575 University Avenue West, Suite 150

St. Paul, MN 55114

Vice President: James Ottenstein, David Carland and Murray Kornberg

Address: 2575 University Avenue West, Suite 150

St. Paul, MN 55114

Secretary: James Ottenstein

Address: 2575 University Avenue West, Suite 150

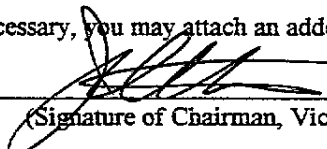
St. Paul, MN 55114

Treasurer: Bradley D. Kittleson

Address: 2575 University Avenue West, Suite 150

St. Paul, MN 55114

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. James Ottenstein, Vice-President/Secretary

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

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

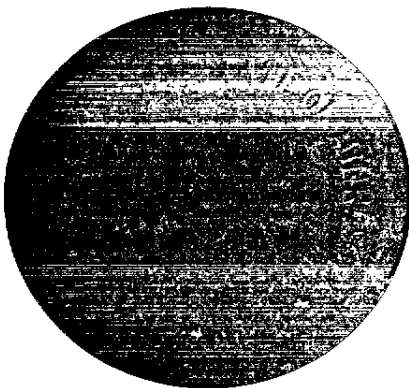
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that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

Date Formed: 02/25/1997

Chapter Governed By: 302A

This certificate has been issued on 05/27/98.



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Joan Anderson Grove
Secretary of State.