

F99000000209



ACCOUNT NO. : 072100000032

REFERENCE : 055480 4335752

AUTHORIZATION : Patricia Pyjot

COST LIMIT : \$ 70.00

ORDER DATE : December 7, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 055480-035

CUSTOMER NO: 4335752

CUSTOMER: Ms. Vicky Frank
Kaplan Strangis And Kaplan,
5500 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402

000002720490--8

W98-28691

RECEIVED
DIVISION OF CULTURAL

98 DEC 23 AM 11:00

FOREIGN FILINGS

NAME: POLARIS SALES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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98 DEC 23 PM 6:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON:

Jama Wilson

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

CSC
ATTN: JANNA WILSON

SUBJECT: POLARIS SALES INC.
Ref. Number: W98000028691

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

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 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 Specialist

Letter Number: 498A00060225

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99 JAN 12 PM 12:55
DIVISION OF CORPORATION

RESUBMIT
Please give original
submission date as file date.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Michael W. Malone, do hereby certify
(Name)

that this Resolution of the Board of Directors of Polaris Sales Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Minnesota,

was duly adopted on December 29, 1998.

Be it resolved, that Polaris Sales Inc.,
(Corporate Name)

organized and existing in the State of Minnesota, hereby adopts the name

Polaris Sales & Service Inc. for use in Florida.

Dated: January 4, 1999

Michael W. Malone
Signature of either Chairman, Vice Chairman or any officer
Michael W. Malone, Secretary

Michael W. Malone
Type or print name

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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. POLARIS SALES 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. 41-1921490
(FEI number, if applicable)
4. October 23, 1998
(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. 1225 Highway 169 North
Plymouth, MN 55441
(Current mailing address)
8. Wholesaler of recreational/utility vehicles and related parts, garments and accessories. To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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. 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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Michael W. Malone Michael W. Malone
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael W. Malone, Secretary
(Typed or printed name and capacity of person signing application)

RIDER

Name	Office	Business Address
Thomas C. Tiller	President and Chief Executive Officer	1225 Highway 169 North Plymouth, MN 55441
Michael W. Malone	Chief Financial Officer, Treasurer and Secretary	1225 Highway 169 North Plymouth, MN 55441
Ed Skomoroh	Vice President, Marketing	1225 Highway 169 North Plymouth, MN 55441
Thomas H. Ruschhaupt	Vice President, Sales and Services	1225 Highway 169 North Plymouth, MN 55441
Thomas C. Tiller	Director	1225 Highway 169 North Plymouth, MN 55441
Michael W. Malone	Director	1225 Highway 169 North Plymouth, MN 55441
Thomas H. Ruschhaupt	Director	1225 Highway 169 North Plymouth, MN 55441

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TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

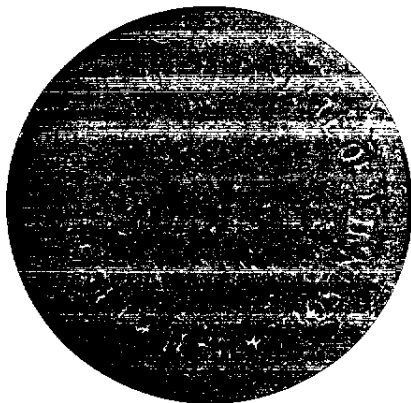
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that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

Date Formed: 10/23/1998

Chapter Governed By: 302A

This certificate has been issued on 12/14/98.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Joan Anderson Grove
Secretary of State.