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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Empori Campiello, Inc. a Minnesota corporation  
(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:

James W. Dierking

(Name of Person)

Winthrop & Weinstine, P.A.

(Firm/Company)

3000 Dain Rauscher Plaza, 60 South Sixth Street

(Address)

Minneapolis, MN 55402

(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Teresa E. Seng, Paralegal  
(Name of Person)

*Teresa E. Seng*

at ( 612 ) 347-0644  
(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

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January 8, 1999

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Minneapolis

Florida Department of State  
Corporations Divisions  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Application by Foreign Corporation for Authorization to Transact Business in Florida  
Empori Campiello, Inc., a Minnesota corporation

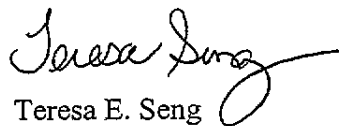
Dear Sir or Madam:

Enclosed is the Transmittal Letter and the Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is our firm check in the amount of \$70.00 for payment of the filing fees.

I have enclosed a self-addressed, stamped envelope to return the filed application to me.

Very truly yours,

WINTHROP & WEINSTINE, P.A.

By -   
Teresa E. Seng  
Legal Assistant

TES/s  
Enclosures

cc: James W. Dierking  
Richard P. D'Amico

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Florida Department of State  
January 8, 1999  
Page 2

Richard P. D'Amico  
D'Amico & Partners  
211 North First Street, Suite 175  
Minneapolis, MN 55401

# 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. Empori Campiello, 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. Applied For

(FEI number, if applicable)

4. November 25, 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 817.156, F.S.))

7. 211 North First Street, Suite 175, Minneapolis, Minnesota 55401

(Current mailing address)

8. Retail Sales and Merchandising

(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: Richard P. D'Amico

Office Address: 1177 South Third Street

Naples, Florida, 34102

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.



(Registered agent's signature) (Officer)

Richard P. D'Amico, President & CEO

(Type Name and Title of Officer)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: Richard P. D'Amico

Address: 211 North First Street, Suite 175

Minneapolis, Minnesota 55401

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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TALLAHASSEE FLORIDA

B. OFFICERS

President: Richard P. D'Amico

Address: 211 North First Street, Suite 175

Minneapolis, Minnesota 55401

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: Richard P. D'Amico

Address: 211 North First Street, Suite 175

Minneapolis, Minnesota 55401

Treasurer: Richard P. D'Amico

Address: 211 North First Street, Suite 175

Minneapolis, Minnesota 55401

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

13. Richard P. D'Amico  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard P. D'Amico, Chief Executive Officer  
(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

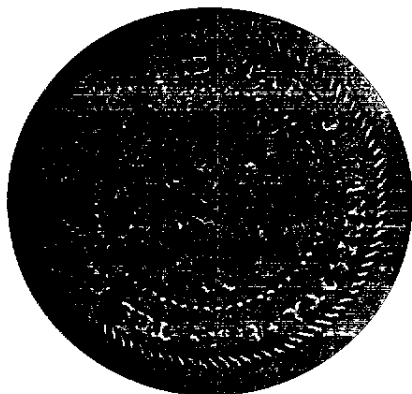
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the 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: Empori Campiello, Inc.

Date Formed: 11/25/1998

Chapter Governed By: 302A

This certificate has been issued on 01/08/99.



*Mary Kiffmeyer*  
Secretary of State.