

F990000000429



ACCOUNT NO. : 072100000032

REFERENCE : 074927 7149525

AUTHORIZATION

COST LIMIT

*Patricia Pignatelli*

ORDER DATE : December 22, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 074927-115

CUSTOMER NO: 7149525

CUSTOMER: Mr. John E. Nardecchia  
Norstan, Inc.  
5101 Shady Oak Rd

800002751388--8

Hopkins, MN 55343

FOREIGN FILINGS

NAME: NORSTAN CONSULTING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

99 JAN 22 AM 11:24

RECEIVED

FILED  
99 JAN 22 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 22 1999

**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. NORSTAN CONSULTING, 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. 41-1559512  
(FEI number, if applicable)
4. July 8, 1986  
(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. 5101 Shady Oak Road  
Minnetonka, MN 55343  
(Current mailing address)
8. IT consulting.  
(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 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: Stacey A. Gilbert  
(Registered agent's signature)

Stacey A. Gilbert, Asst. 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. 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: \_\_\_\_\_

**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. Robert J. Vold, Asst. Secretary

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

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FILED

## OFFICERS/DIRECTORS RIDER

AZ-Application for Authority To Transact Business in AZ

NORSTAN CONSULTING, INC.

### List of Officers

<b>Name:</b>	Paul Baszucki	<b>Title:</b>	Chairman
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		
<b>Name:</b>	Kenneth S. MacKenzie	<b>Title:</b>	Exe. V.P. & CFO
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		
<b>Name:</b>	Scott Swanson	<b>Title:</b>	Pres. and CEO
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		
<b>Name:</b>	Jerry Lehrman	<b>Title:</b>	V.P. and Gen. Counsel
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		
<b>Name:</b>	Neil I. Sell	<b>Title:</b>	Secretary
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		
<b>Name:</b>	Robert J. Vold	<b>Title:</b>	Tres. and Asst. Sec.
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		

### List of Directors

<b>Name:</b>	Paul Baszucki	<b>Term:</b>	
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		
<b>Name:</b>	David R. Richard	<b>Term:</b>	
<b>Bus. Addr.:</b>	5101 Shady Oak Road, Minnetonka, MN 55343		

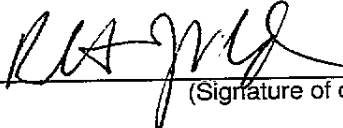
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TALLAHASSEE, FLORIDA

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR  
ALIEN BUSINESS ORGANIZATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. NORSTAN CONSULTING, INC.  
(Name of alien business organization)
2. Minnesota  
(State or country under which entity is organized)
3. 5101 Shady Oak Road, Minnetonka, MN 55343  
(Principal office address)
4. 41-1559512  
(Federal Employer Identification number, if applicable)
5. Name and Florida street address of registered agent.  
Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301
6. The Street address of the registered office and the street address of the business office of the registered agent are identical.
7.   
(Signature of chairman, vice chairman, or officer)
8. Robert J. Vold, Asst. Secretary  
(Name and capacity of person signing in number 7 above)
9. Signature of registered agent:  
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations section 607.0505, Florida Statutes.  
Corporation Service Company  
By: Stacy A GIBBS, ASST. SEC. 1/19/98  
(Registered agent accepting appointment) (Date)

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TALLAHASSEE, FLORIDA

THE FILING OF THIS ALIEN BUSINESS ORGANIZATION FORM WITH THE FLORIDA DEPARTMENT OF  
STATE DOES NOT AUTHORIZE THE ABOVE REFERENCED ENTITY TO TRANSACT BUSINESS IN  
THE STATE OF FLORIDA.

State of Minnesota

# SECRETARY OF STATE

## 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.

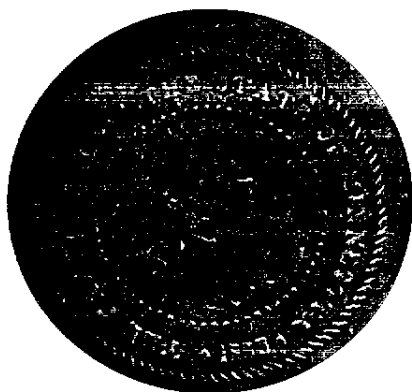
Name: Norstan Consulting, Inc.

Date Formed: 07/08/1986

Chapter Governed By: 302A

This certificate has been issued on 01/20/99.

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TALLAHASSEE, FLORIDA



*Mary Kiffmeyer*  
Secretary of State.