



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 115631 4328999

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : January 28, 1999

ORDER TIME : 9:25 AM

ORDER NO. : 115631-005

CUSTOMER NO: 4328999

CUSTOMER: Ms. Pam Jorgenson  
St. Paul Companies  
385 Washington Street

300002759873--6

Saint Paul, MN 551021396

FOREIGN FILINGS

NAME: ST. PAUL PROPERTIES, 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: Angie Glisar

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB - 1 AM 11:01

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RECEIVED  
99 FEB - 1 AM 9:52  
DIVISION OF CORPORATION

**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. St. Paul 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. Delaware 3. 41-1412523  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 9, 1981 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 11, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 385 Washington Street  
St. Paul, MN 55102  
(Current mailing address)

8. Acquire, lease, sale and management of real estate.  
(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: [Signature]  
(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.

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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 See attached Exhibit A

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

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

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

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

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

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

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

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

President: See attached officers/directors rider See attached Exhibit B

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. Ward C Schendel  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ward C. Schendel, Corporate Secretary  
(Typed or printed name and capacity of person signing application)

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**EXHIBIT A - DIRECTORS**

Name	Title	Address
Douglas West Leatherdale	Director	385 Washington Street MC 717A St. Paul, MN 55102
James C. Adams	Director	385 Washington Street MC 511A St. Paul, MN 55102
Paul James Liska	Director	385 Washington Street MC 717A St. Paul, MN 55102

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**EXHIBIT B - OFFICERS**

Name	Title	Address
James C. Adams	President	385 Washington Street MC 511A St. Paul, MN 55102
William R. Inserra	Vice President - Asset Management	385 Washington Street MC 511A St. Paul, MN 55102
Ward C. Schendel	Corporate Secretary	385 Washington Street MC 515A St. Paul, MN 55102
Paul James Liska	Chairman	385 Washington Street MC 717A St. Paul, MN 55102
Paul David Zicarelli	Assistant Corporate Secretary	385 Washington Street MC 509X St. Paul, MN 55102
J. Jeffrey Hunter	Assistant Corporate Secretary	385 Washington Street MC 515A St. Paul, MN 55102
Thomas Andrew Bradley	Treasurer	385 Washington Street MC 516A St. Paul, MN 55102

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EXHIBIT A - Directors

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Director	Title	First Elected D	Effective Date	Last Elected D	End Date	Term Length	Norm
Leatherdale, Douglas West	Director	3/19/81	3/19/81	3/19/81		0	
Adams, James C.	Director	4/25/84	4/25/84	4/25/84		0	
Liska, Paul James	Director	4/30/97	4/30/97	4/30/97			

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EXHIBIT B - Officers

Page 1

Name	Title	First Elected	Effective Date	Last Elected	Normal Retirement Date	So
Adams, James C.	President	5/1/85	5/1/85	5/1/85		10
Inserra, R. William	Vice President-Asset Management	9/9/85	9/9/85	9/9/85		10
Schendel, Ward C.	Corporate Secretary	10/28/88	10/28/88	10/28/88		10
Liska, Paul James	Chairman	4/30/97	4/23/97	4/30/97		10
Zicarelli, Paul David	Assistant Corporate Secretary	4/29/98	4/29/98	4/29/98		10
Hunter, J. Jeffrey	Assistant Corporate Secretary	4/29/98	4/29/98	4/29/98		10
Bradley, Thomas Andrew	Treasurer	6/29/98	6/29/98	6/29/98		10

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*State of Delaware*  
*Office of the Secretary of State*

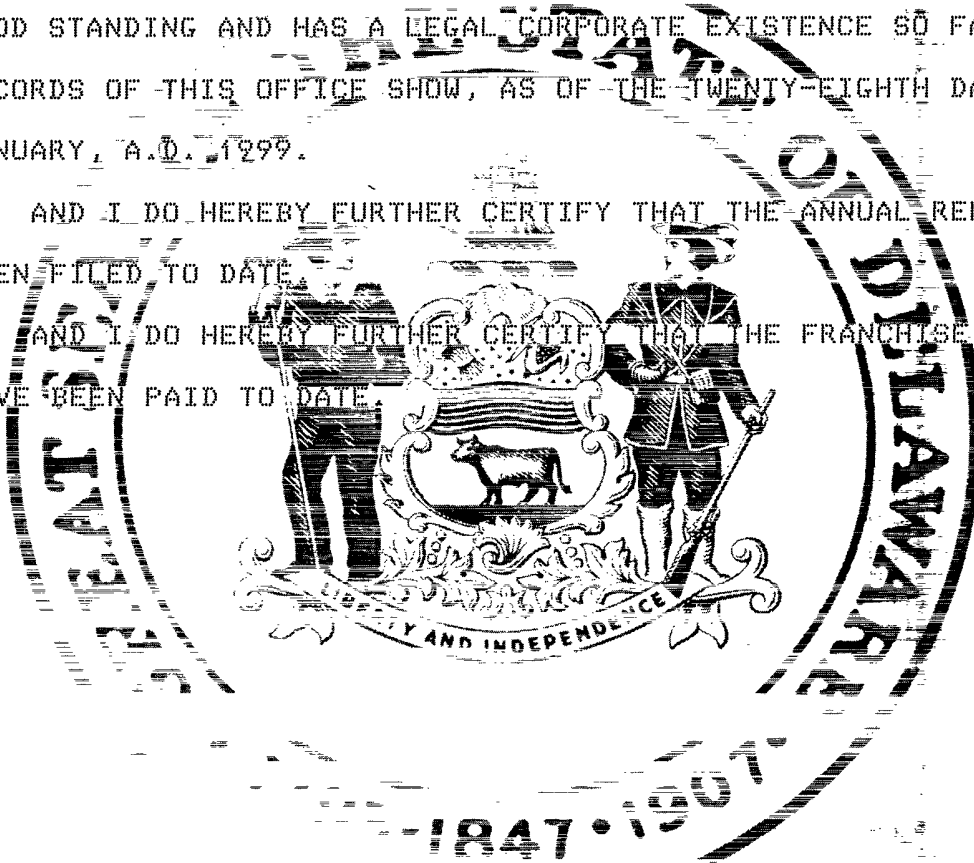
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ST. PAUL PROPERTIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

0909641 8300

DATE:

9546547

991035662

01-28-99