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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: DOW FINANCIAL 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 A. Carthaus  
(Name of Person)  
(Firm/Company)  
257 Colonade Circle  
(Address)  
Naples, FL 34103-8728  
(City/State/Zip)

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-04/19/99--01136--005  
\*\*\*\*87.50 \*\*\*\*87.50

w99-9315

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

James A. Carthaus at ( 941 ) 430-1324  
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS  
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**STREET ADDRESS:**  
Qualification/Tax Lien Section  
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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 20, 1999

JAMES A. CARTHAUS  
257 COLONADE CIRCLE  
NAPLES, FL 34103-8728

SUBJECT: DOW FINANCIAL CORPORATION  
Ref. Number: W99000009315

We have received your document for DOW FINANCIAL CORPORATION and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 999A00020368

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# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

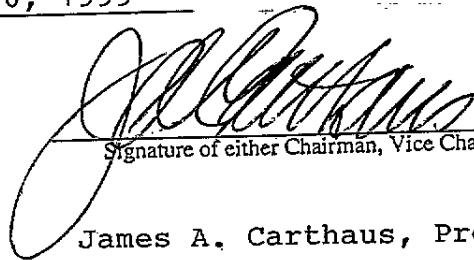
I, the undersigned James A. Carthaus do hereby certify  
(Name)

that this Resolution of the Board of Directors of Dow Financial Corporation  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,  
was duly adopted on May 5, 1999.

Be it resolved, that Dow Financial Corporation  
(Corporate Name)  
organized and existing in the State of Delaware, hereby adopts the name  
Dow Financial Corporation for use in Florida.

Dated: May 10, 1999



Signature of either Chairman, Vice Chairman or any officer

James A. Carthaus, President

Type or print name

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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. DOW FINANCIAL CORPORATION  
(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. 13-3519778  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/14/89 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. To begin on 7/1/1999  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 257 Colonade Circle  
Naples, Fl 34103-8728  
(Current mailing address)

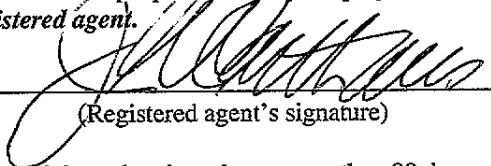
8. To engage in any lawful act or activity.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: James A. Carthaus  
Office Address: 257 Colonade Circle  
Naples, Florida, 34103-8728  
(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.*

  
(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)**

Chairman: James A. Carthaus

Address: 257 Colonade Circle

Naples, FL 34103-8728

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

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

Director: Richard W. Carthaus

Address: 6213 Parkwood Road

Edina, MN 55436

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

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

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

President: & Treas. James A. Carthaus

Address: 257 Colonade Circle

Naples, FL 34103-8728

Vice President: & Sect. Richard W. Carthaus

Address: 6213 Parkwood Road

Edina, MN 55436

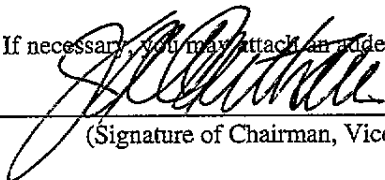
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

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

14. James A. Carthaus, President  
(Typed or printed name and capacity of person signing application)

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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 "DOW FINANCIAL CORPORATION" 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-SIXTH DAY OF FEBRUARY, A.D. 1999.

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DIVISION  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: \_\_\_\_\_

DATE: 9598492

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