



THE UNITED STATES CORPORATION COMPANY

F99000005749

ACCOUNT NO. : 072100000032

REFERENCE : 466930 4327828

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pijito

ORDER DATE : November 5, 1999

ORDER TIME : 1:56 PM

ORDER NO. : 466930-005

600003037236--5

CUSTOMER NO: 4327828

CUSTOMER: Ms. Debbie Lund
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

FOREIGN FILINGS

5

NAME: KATHARINE VENTURES OF CAYMAN, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

mpc 11/5/99

FILED DEPARTMENT OF STATE DIVISION OF CORPORATIONS 99 NOV -5 PM 4: 58

RECEIVED DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA 99 NOV -5 PM 4: 01

**WRITTEN RESOLUTIONS
OF
KATHARINE VENTURES, INC.**

Written Resolutions of the Directors of Katharine Ventures, Inc. (the "Company") passed pursuant to the Company's Articles of Association.

WHEREAS the Company desires to transact business in the State of Florida, United States;

WHEREAS the name of the Company is not available for use in the State of Florida;

WHEREAS the name Katharine Ventures of Cayman, Inc. is available for use in the State of Florida;

In light of the above, we, the undersigned, being the directors of the Company, HEREBY PASS the following written resolutions pursuant to the Company's Articles of Association and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened:

1. That the Company file the necessary documents for authority to do business in the State of Florida as Katharine Ventures of Cayman, Inc.

Dated the 21st day of October, 1999.



Duly authorized for and on behalf of
Campbell Directors Limited, Director



Duly authorized for and on behalf of
Campbell Secretaries Limited, Secretary

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DIVISION OF CORPORATIONS
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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:

KATHARINE VENTURES, INC. doing business in Florida as

1. KATHARINE VENTURES OF CAYMAN, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY" OR "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. Cayman Islands
(State of incorporation)

3. Applied For 98 0213253
(FEI number)

4. 9/3/99
(Date of Incorporation)

5. Perpetual
(Duration)

6. November 8, 1999
(Date corporation will transact business in Florida.)

7. c/o The Colonnade, 5500 Wayzata Blvd., Suite 950
Golden Valley, MN 55416
(Current mailing address)

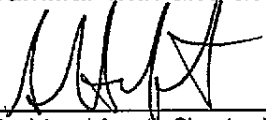
8. Any or all lawful business
Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida)

9. Name and street address of Florida registered agent:

Stuart J. Haft, Esq.
(Name)
321 Royal Poinciana Plaza, South
(Office Address)
Palm Beach, Florida, 33480
(City) (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.


(Registered Agent's Signature)

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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

Director: Campbell Directors Limited
Address: Bank of Nova Scotia Building, Box 884
Grand Cayman, Cayman Islands, BWI

Director: Campbell Secretaries Limited
Address: Bank of Nova Scotia Building, Box 884
Grand Cayman, Cayman Islands, BWI

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B. OFFICERS

Vice President: Vickie Bates
Address: 5500 Wayzata Blvd., Suite 950
Golden Valley, MN 55415

13. *Vickie J. Bates*
(Signature of Vice President)

Vickie Bates, Vice President
(Typed or printed name and capacity of person signing application)

CR-92328

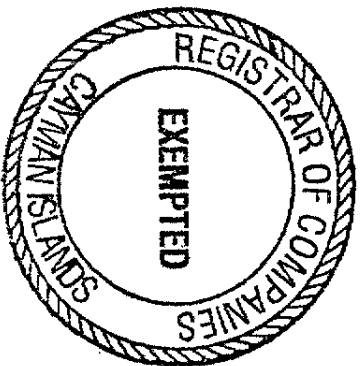
Certificate of Good Standing

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

KATHARINE VENTURES, INC.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.



Given under my hand and Seal at George Town in the
Island of Grand Cayman this Twenty-First Day of October
One Thousand Nine Hundred Ninety-Nine


An Authorised Officer,
Registry of Companies,
Cayman Islands, B. W. I.