

WINTHROP & WEINSTINE

A PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

3200 Minnesota World Trade Center

30 East Seventh Street

Saint Paul, Minnesota 55101

Telephone (651) 290-8400

Fax (651) 292-9347

3000 Dain Rauscher Plaza

60 South Sixth Street

Minneapolis, Minnesota 55402

Telephone (612) 347-0700

Fax (612) 347-0600

smykleby@winthrop.com

SHERMAN WINTHROP
ROBERT R. WEINSTINE
RICHARD A. HOEL
ROGER D. GORDON
STEVEN C. TOUREK
STEPHEN J. SNYDER
MARVIN C. INGBER
HART KULLER
DAVID P. PEARSON
THOMAS M. HART IV
DARRON C. KNUSTON
JOHN A. KNAPP
K. CRAIG WILDFANG
MICHELE D. VAILLANCOURT
DAVID E. MORAN, JR.
DONALD J. BROWN
JON J. HOGANSON
SANDRA J. MARTIN
TODD B. URNESS
TIMOTHY M. BARNETT

SCOTT J. DOUGOSKE
PETER J. GIEKEL
EDWARD J. BRENNEL
JEFFREY R. ANSE
LAURIE A. WOOD
LLOYD W. GROOMS
MARK T. JOHNSON
BROOKS E. POLEY
THOMAS H. BOYD
DANIEL C. BECK
ERIC J. NYSTROM
JOANNE L. MATZEN
PATRICK W. WEBER
PAUL W. MARKWARDT
CRAIG A. BRANDT
JAMES W. DIERKING
THERESE M. MARSO
MELISSA A. GRANT
CHRISTOPHER W. MADEL
JEFFREY L. LECLERC

SUZANNE M. SPELLACY
TIMOTHY V. GUNDERSON
THOMAS N. WALKER
JOHN C. HOLMES
M. CATHERINE POWELL
STEVEN E. UHR
TIFFANY A. BLOFIELD
ANDREW D. PUGH
RYAN K. CRAYNE
BETH GERSTEIN TIMM
JULIE A. SILVERMAN
ERIC F. SWANSON
LAURA A. PFEIFFER
CRAIG S. KRUMMEN
CELESTE J. TAYLOR
ANN DUNN WESSBERG
MARK R. PRIVRATSKY
PHILIP R. MAHOWALD
NORMAN L. JONES III
KARL E. ROBINSON

NATHAN W. J. ARNDT
DANIEL S. SCHLECH
JOHN C. EKMAN
CHARLES J. SCHWETTER
KAITLIN A. HALLETT
ANDREW C. TRIGGS
JOSEPH P. ROGERS
JASON L. BROWN
JULIE ANN FISHEL
INGRID N. NYBERG
DARRELL E. GRAHAM
ANN E. WALTERS
JOY S. MCGINNIS
DENISE L. ROTHBARDT
ANNE M. LOCKNER
DANA M. NEU
RYAN E. URNESS

JOSEPH S. FRIEDBERG
of Counsel

Direct Dial
(612) 347-0630

Reply to
Minneapolis

March 7, 2000

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600003167166--6
-03/13/00--01101--009
****155.00 ****155.00

Re: Heritage Development of Florida, LLC

Dear Madam or Sir:

Enclosed for filing on behalf of the above-captioned limited liability company is the following to register as a foreign limited liability to conduct business in the State of Florida:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- Certificate of Designation of Registered Agent/Registered Office;
- Check in the amount of \$155.00 made payable to the Florida Department of State, which represents the requisite filing fee, in addition to the fee of \$30.00 to obtain a certified copy of this filing.

FILED
MAR 13 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52

Florida Department of State

March 7, 2000

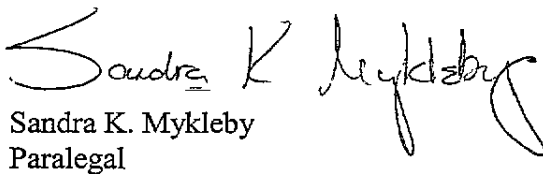
Page 2

Thank you for your assistance. Kindly return the certified copy of this filing to the attention of the undersigned in the enclosed self-addressed stamped envelope. Please feel free to contact me at (612) 347-0630 if you have any questions.

Very truly yours,

WINTHROP & WEINSTINE, P.A.

By -


Sandra K. Mykleby
Paralegal

MPL1: 334100-1

Encl.

FILED
00 MAR 13 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Heritage Development of Florida, LLC
(Name of foreign limited liability company)
2. Minnesota
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. February 29, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon authorization
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 450 East County Road D, Little Canada, MN 55117
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

Edward John Dobbs 450 East County Road D, Little Canada, MN 55117

Jeffrey Gardner 450 East County Road D, Little Canada, MN 55117

FILED
00 MAR 13 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real estate development

HERITAGE DEVELOPMENT, INC.

By: [Signature] Executive Vice President
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Heritage Development, Inc; By: Edward John Dobbs, Executive Vice President

Typed or printed name of signer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Heritage Development of Florida, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

C T Corporation System

Michele R. Justesen, Asst. Secy.
(Signature)

Michele R. Justesen, Asst. Secy.

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
00 MAR 13 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

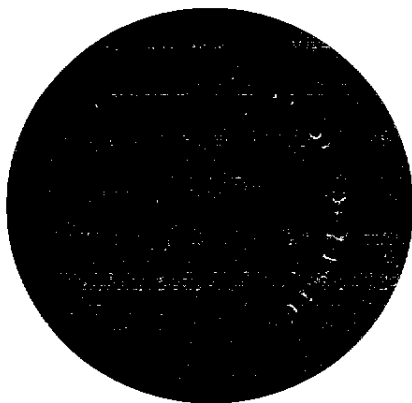
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: Heritage Development of Florida, LLC

Date Formed or Registered: February 29, 2000

State of Organization: Minnesota

This certificate has been issued on March 1, 2000.



Mary Kiffmeyer
Secretary of State.