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March 21, 2001

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Registration Section  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

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-03/23/01--01084--006  
\*\*\*160.00 \*\*\*160.00

Re: Flagler 445, L.L.C.  
Our File No.: 6291-18785

Dear Sir or Madam:

Please find enclosed for immediate filing the following documents with respect to the above-referenced matter:

- ◆ Transmittal Letter;
- ◆ Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- ◆ Certificate of Designation of Registered Agent/Registered Office;
- ◆ Certificate of Good Standing; and
- ◆ Certified copy of Articles of Organization.

FILED  
01 MAR 23 PM 5:00  
SECRETARY OF STATE

Also enclosed is a draft in the amount of \$160.00 for the filing fee for Application, Designation of Registered Agent, certified copy and Certificate of Status. Please return a certified copy of the Registration to my attention at your earliest convenience. If you have any questions, please feel free to contact me.

Very truly yours,

SEVERSON, SHELDON, DOUGHERTY & MOLENDAN, P.A.

Matthew R. Zahn  
E-MAIL: [zahnm@seversonsheldon.com](mailto:zahnm@seversonsheldon.com)

M01-675  
JK

MRZ/pjk  
Enc.

cc: Robert B. Bauer, Esq.  
Flagler 445, L.L.C.

TO: Registration Section  
Division of Corporations

SUBJECT: Flagler 445, L.L.C.  
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida", "Certificate of Existence" and check are submitted to register the above-referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Matthew R. Zahn  
(Name of Person)

SEVERSON, SHELDON, DOUGHERTY & MOLENDIA, P.A.  
(Firm/Company)

7300 West 147<sup>th</sup> Street, Suite 600  
(Address)

Apple Valley, Minnesota 55124  
(City, State and Zip Code)

For further information concerning this matter, please call:

Matthew R. Zahn at (952) 432-3136  
(Name of Person) (Area code & Daytime Telephone Number)

FILED  
01 MAR 23 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$100.00 Filing Fee     \$125.00 Filing Fee & Designation of Registered Agent     \$155.00 Filing Fee & Designation of Registered Agent, & Certified Copy     \$160.00 Filing Fee, Designation of Registered Agent, Certified Copy & Certificate of Status

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. FLAGLER 445, L.L.C.  
(Name of foreign limited liability company)
2. Minnesota 3. 41-1998992  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 12, 2001 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8525 West 163rd Street, Lakeville, Minnesota 55044  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:  
John D. Northrup, Glen M. Northrup, Raymond D. Jones and Jerome P. Northrup  
8525 West 163rd Street, Lakeville, Minnesota 55044

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: All lawful purposes,  
including, but not limited to, real estate investments.

Raymond D Jones  
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.)  
Raymond D Jones  
Typed or printed name of signee

FILED  
MAR 9 11:51:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

**FLAGLER 445, L.L.C.**

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

**Raymond D. Jones**

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(Name)

**6 Oak Court**

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

**Ormond Beach**

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FL **32174**

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..*

  
\_\_\_\_\_  
(Signature)

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

01 MAR 23 PM 5: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

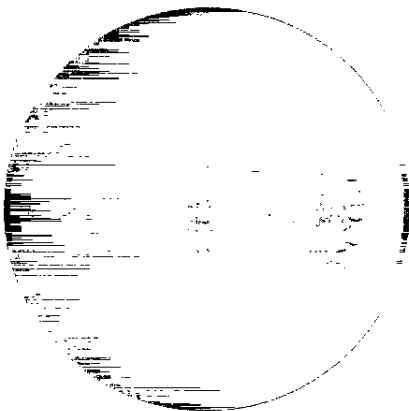
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered 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: FLAGLER 445, L.L.C.

Date Formed or Registered: March 12, 2001

State of Organization: Minnesota

This certificate has been issued on March 21, 2001.



*Mary Kiffmeyer*  
Secretary of State.