m0100000 1519

LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

June 29, 2001

Gail E. Partlow 612-335-1636 gail.partlow@leonard.com

VIA FEDERAL EXPRESS

Secretary of State **Division of Corporations** 409 E. Gaines Street Tallahassee, FL 32399

400004457034--07/02/01--01132---008 ****155.00 ****155.00

Dear Sir/Madam:

Enclosed for filing are the original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Ambient Consulting, LLC, together with a Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a Certificate of Good Standing from the Delaware Secretary of State.

A check in the amount of \$155 is enclosed to cover the \$100 filing fee, \$25 fee for designation of registered agent, and \$30 for a certified copy. Please mail the certified copy to the undersigned in the self-addressed stamped envelope provided. Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD Professional Association

Gail E. Partlow

Name Paralegal Availability

Documen/gep (7230-14) ExaminerEncs. ひしじ

--Andrew-Ġrossman Update: Thomas P. Sanders

Up:later Verifyer noc

Ackno:::ledgernent DCC

121000001519

W. P. Verifyer 150 South Fifth Street Suite 2300 Minneapolis, Minnesota 55402 Tel 612-335-1500 Fax 612-335-1657

LAW OFFICES IN MINNEAPOLIS, SAINT PAUL AND MANKATO

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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:

(Jurisdiction under the law of which foreign limited liability company is organized) 4. June 21, 2001 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") (Duration: Year limited liability company will cease to exist or "perpetual") (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402	1. Ambient Cor	nsulting, LLC					
Upon qualification Quarter Company Com		(Name of foreign	n lipa	ited liability company)			*-
4. June 21, 2001 (Date of Organization) 5. Perpetual (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.) 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 (Street address of principal office) (Street address of principal office) (Street address of principal office) 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street of existence, no more than 90 days old, duly authenticated by the official having custody of records in be jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a analytic of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: consulting services 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 perjuty that the facts stated herein are true.) Andrew Grossman, President	(Jurisdiction under the	he law of which foreign limited liability	3.	41-2009378 (FEI number, if applicable)			
(Date of Organization) (Duration: Year limited liability company will cease to exist or 'perpetual') (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 3740 Dain. Rauscher. Plaza 60 South 6th Street, Minneapolis, MN 55402 (Street address of principal office) (Street address of principal		d)	_				
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 (Street address of principal office) (Street address of principal office) (Street address of principal office) 3. If limited liability company is a manager-managed company, check here (Street address of the managing members or managers are as follows: 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 (O. 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 manslation of the certificate under eath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: consulting services Signature of a member or an authorized representative of a member. (In accordance with section 608.4083), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Andrew Grossman, President		of Organization)	٥.	(Duration: Year limited liability company w	ill cease to	-	-
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 (Street address of principal office) (Street address of principal office) (Street address of principal office) 3. If limited liability company is a manager-managed company, check here (Street address of the managing members or managers are as follows: 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 (O. 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 manslation of the certificate under eath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: consulting services Signature of a member or an authorized representative of a member. (In accordance with section 608.4083), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Andrew Grossman, President	 Unon qualification 	n					
(Street address of principal office) (Aphotocopy is not acceptable. If the certificate is in a foreign language, a manslation of the catificate under cath of the tanslator must be submitted) (O. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the principal of the principal o	~•		ee se	ections 608 501 608 502 and 817 155 P.C.)			
8. If limited liability company is a manager-managed company, check here	7	3740 Dain Rauscher	P1a	.za	IAI S	0	
8. If limited liability company is a manager-managed company, check here					333		-
3. If limited liability company is a manager-managed company, check here 2. The usual business addresses of the managing members or managers are as follows: 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3750 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3750 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3850 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 3850 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 400 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 401 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 402 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 403 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 404 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 405 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 406 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 407 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 408 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 409 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 409 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 409 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 50 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 60 South 6th Street, Minneapolis, MN 55402 60 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 60 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 60 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 60 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 60 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 60 Dain Rauscher Plaza 60 Dain Rauscher Plaza 60 Dain Rauscher Plaza 60	•	(Street addres	ss of	principal office)	52		77
3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 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 ranslation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: consulting services 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.) Andrew Grossman, President						P	CEO
3740 Dain Rauscher Plaza 60 South 6th Street, Minneapolis, MN 55402 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: consulting services 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.) Andrew Grossman, President	9. The usual busine	ess addresses of the managing me	mb	ers or managers are as follows:	107 71.S	$\ddot{\omega}$	
It is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a nanslation of the certificate under each of the translator must be submitted.) 1. Nature of business or purposes to be conducted or promoted in Florida: consulting services 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.) Andrew Grossman, President	<u></u>	3740 Dain Rauscher 1	Pla.	za	REDA	0	
It is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a nanslation of the certificate under each of the translator must be submitted.) 1. Nature of business or purposes to be conducted or promoted in Florida: consulting services 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.) Andrew Grossman, President			<u>.</u>			_	
It is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a nanslation of the certificate under each of the translator must be submitted.) 1. Nature of business or purposes to be conducted or promoted in Florida: consulting services 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.) Andrew Grossman, President						_	
It is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a nanslation of the certificate under each of the translator must be submitted.) 1. Nature of business or purposes to be conducted or promoted in Florida: consulting services 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.) Andrew Grossman, 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.) Andrew Grossman, President	me junsaicuon underme	Elaw of which it is organized. (A photoco	DOV is	spot acceptable. If the certificate is in a foreign to	rustody of i	records	sin
an affirmation under the penalties of perjury that the facts stated herein are true.) Andrew Grossman, President	11. Nature of busin	ness or purposes to be conducted	or p	romoted in Florida: consulting services		_	
an affirmation under the penalties of perjury that the facts stated herein are true.) Andrew Grossman, President	· 	ρ					
an affirmation under the penalties of perjury that the facts stated herein are true.) Andrew Grossman, President		July h -					
Andrew Grossman, President		(in accordance with section 608.408(3),	.F.S	the execution of this document constitutes			
		Andrew Grossman, President					

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:	
Ambient Consulting, LLC	
2. The name and the Florida street address of the registered agent and office are:	
C T Corporation System	OI . SEC
(Name)	RETAIN THE
c/o C T Corporation System, 1200 South Pine Island Road	FILED -2 PI ARY OI
Florida street address (P.O. Box NOT ACCEPTABLE)	.D PM 2: 07 OF STATE E. FLORID
Plantation FL 33324	DA J
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) Kevin D Lumberg, Asst Scy

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

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMBIENT CONSULTING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2001.

OI JUL -2 PM 2: 07
SECRETARY OF STATE
AND A SEEF. FI ORIDA

Darriet Smith Windson, Secretary of State

AUTHENTICATION: 1215530

DATE: 06-27-01

3406399 8300

010310647