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3400 CENTRAL  
3300 SOUTH  
MINNEAPOLIS, MN 55405-379  
612 343-2800  
Fax: 612 333-0066  
www.gpmlaw.com

INCLUDING THE LAW FIRM OF BRYAN, P.A.  
1100 WEST STREET  
ST. CLOUD, MN 56301-600  
320 252-4414  
Fax: 320 252-4482  
www.gpmlaw.com

Reply to St. Cloud Office

Marilee Petroske  
Paralegal  
320-202-5352  
[marilee.petroske@gpmlaw.com](mailto:marilee.petroske@gpmlaw.com)

October 8, 2002

REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE FL 32314

500008305005--3  
-10/10/02--01041--004  
\*\*\*\*125.00 \*\*\*\*125.00

RE: Barclay Management Group, LLC  
Our File No. 33424

Dear Madam/Sir:

Please find enclosed the following documents for the above-referenced limited liability company for filing:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. A check made payable to the Florida Secretary of State as and for the filing fee; and
4. State of Minnesota Certificate of Good Standing issued on October 3, 2002.

Also enclosed please find a self-addressed envelope for the return of the letter of acknowledgment.

In the event you have any questions or concerns please do not hesitate to call me. Thank you for your assistance in this matter.

Very truly yours,

Gray, Plant, Mooty,  
Mooty & Bennett, P.A.

Marilee Petroske  
Paralegal

MLP/

Enclosures

FILED  
02 OCT 10 AM 10:16  
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. BARCLAY MANAGEMENT GROUP, LLC  
(Name of foreign limited liability company)
2. MINNESOTA  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-1997196  
(FEI number, if applicable)
4. 02/27/2001  
(Date of Organization)
5. PERPETUAL EXISTENCE  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 01/01/2003  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1200 SOUTH PINE ISLAND ROAD  
PLANTATION, FL 33324  
(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:

MICHAEL BEMAN P.O. BOX 1243, 130 PARK AVENUE, SAINT CLOUD, MN 56302

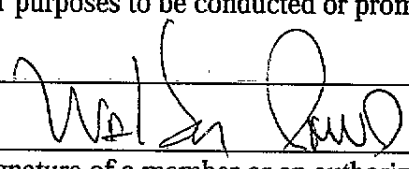
ALLAN STOWE P.O. BOX 1243, 103 PARK AVENUE, SAINT CLOUD, MN 56302

WALTER DOWD P.O. BOX 1243, 130 PARK AVENUE, SAINT CLOUD, MN 56302

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: LEASING OF HOTEL

EMPLOYEES

  
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.)

WALTER DOWD

Typed or printed name of signee

**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.

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02 OCT 20 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

BARCLAY MANAGEMENT GROUP, LLC

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

CT CORPORATION SYSTEMS  
(Name)

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.*

  
WALTER DOWD

(Signature)

\$ 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 Minnesota

## SECRETARY OF STATE

FILED  
OCT 10 AM 10:16  
STATE OF MINNESOTA  
MINNESOTA, FLORIDA

### Certificate of Good Standing

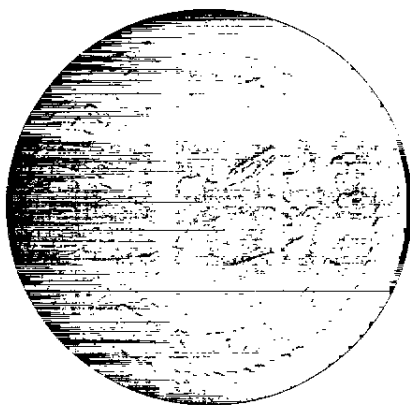
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered 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: Barclay Management Group, LLC

Date Formed or Registered: February 27, 2001

State of Organization: Minnesota

This certificate has been issued on October 3, 2002.



*Mary Kiffmeyer*  
Secretary of State.