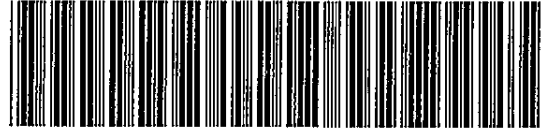


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 993962 7165873
AUTHORIZATION : *Patricia Knight*
COST LIMIT : \$ 125.00

ORDER DATE : April 1, 2003
ORDER TIME : 2:16 PM
ORDER NO. : 993962-005
CUSTOMER NO: 7165873
CUSTOMER: Ms. Konnie Smith
Opus Corporation
10350 Bren Road West
Minnetonka, MN 55343

FOREIGN FILINGS

NAME: ADLER MANAGEMENT, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

April 3, 2003

CSC

SUBJECT: ADLER MANAGEMENT, L.L.C.
Ref. Number: W03000009543

We have received your document for ADLER MANAGEMENT, L.L.C. and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 903A00020147

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 APR -3 PM 4: 27

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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. Adler Management, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-1858617
(FEI number, if applicable)
4. December 2, 1996
(Date of Organization)
5. November 30, 2096
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 12, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10350 Bren Road West, Minnetonka, MN 55343
(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:

See attached.

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: Provide investment
advisory and management services.

Luz Campa
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.)

Luz Campa, Vice President

Typed or printed name of signee

Managers Report

As of 4/2/2003
FILED

Adler Management, L.L.C.

03 APR -2 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Managers

Keith P. Bednarowski

Primary Address: 10350 Bren Road West
Minnetonka, MN 55343

Paul Lewis

Primary Address: 10350 Bren Road West
Minnetonka, MN 55343

Luz Campa

Primary Address: 10350 Bren Road West
Minnetonka, MN 55343

Craig Flom

Primary Address: 10350 Bren Road West
Minnetonka, MN 55343

Judith R. Mahoney

Primary Address: 6016 Blue Circle Drive
Minnetonka, MN 55343

Don Neureuther

Primary Address: 1167 Third Street South
Suite #102
Naples, Florida 34102

Mark Rauenhorst

Primary Address: 10350 Bren Road West
Minnetonka, MN 55343

Patricia Schaefer

Primary Address: c/o Adler Management Corporation
401 E. 8th Street, Suite 222
Sioux Falls, SD 57103

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

FILED
03 APR -2 PM 2:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ADLER MANAGEMENT, L.L.C.

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(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)

Lynette Coleman
as its agent

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

**CERTIFICATE OF CONSENT
TO USE OF SIMILAR NAME**

FILED
03 APR -2 PM 2:

Adler Management Corporation, a Delaware corporation, does hereby consent to the use of the name "Adler Management, L.L.C." and the registration of such name with the Secretary of State of the State of Florida by such limited liability company.

ADLER MANAGEMENT CORPORATION

By: *Luz Campa*

Luz Campa, Vice President

Dated: March 17, 2003.

Delaware

The First State

PAGE 1

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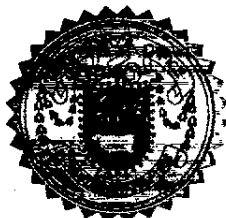
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADLER MANAGEMENT, L.L.C." 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 FIRST DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADLER MANAGEMENT, L.L.C." WAS FORMED ON THE SECOND DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2689717 8300

AUTHENTICATION: 2342719

030215123

DATE: 04-01-03