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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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TALLAHASSEE, FLORIDA

XERXES®
CORPORATION

July 13, 2004

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

Dear Sir or Madam:

Enclosed are the following:

1. Our completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
2. Certificate of existence
3. Check for $125.00

If you have any questions, feel free to call me.

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TALLAHASSEE, FLORIDA

Sincerely,

Ronald M. Bachmeier
Vice President & Chief Financial Officer

RMB/hm
Enclosure

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:

1. Xerxes, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-0954588
(FEI number, if applicable)

4. 3/30/04
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. August 2, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 7901 Xerxes Avenue South, Suite 201
Minneapolis, Minnesota 55431
(Street address of principal office)

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8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

Albert F. Dorris, 7901 Xerxes Ave. S., Minneapolis, MN 55431-1288

Ronald M. Bachmeier, 7901 Xerxes Ave. S., Minneapolis, MN 55431-1288

Craig D. Peterson, 7901 Xerxes Ave. S., Minneapolis, MN 55431-1288

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: sale of underground and aboveground storage tanks and related accessories and services

Ronald M. Bachmeier VP & CFO

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.)

Ronald M. Bachmeier
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.

1. The name of the Limited Liability Company is:

Xerxes, 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)

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TALLAHASSEE, FLORIDA

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

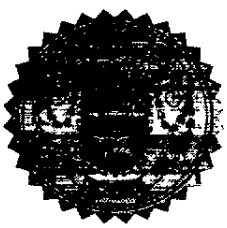
By: Andrea Mitlyng
(Signature)
Andrea Mitlyng
Assistant Secretary

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

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XERXES, 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 SEVENTH DAY OF JULY, A.D. 2004.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3219069

DATE: 07-07-04