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LAW OFFICES
STEWART, NALL, EVANS & HAFNER, P.A.
POST OFFICE BOX 3345
VERO BEACH, FLORIDA 32964-3345

CYNTHIA L. CAMBRON
RALPH L. EVANS
TROY B. HAFNER*
ROBERT C. NALL
WILLIAM J. STEWART*

*BOARD CERTIFIED REAL ESTATE LAWYER
*MASTER OF LAWS-ESTATE PLANNING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 21 11 2:55
3355 OCEAN DRIVE
VERO BEACH, FLORIDA 32964
TELEPHONE (561) 231-3500
TELEFAX (561) 231-3870

June 13, 1997

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002214518--1
-06/17/97-01047-001
***\$285.00 ***\$285.00

Re: DZS Investments, LLC

Dear Sir or Madame:

Enclosed please find Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company, Certificate of Designation of Registered Agent/Registered Office, and certified certificate of existence from Minnesota Secretary of State's office with regard to the above referenced limited liability company.

This firm's check is also enclosed in the amount of \$285.00 in payment of the appropriate filing fees. Please forward to me a letter of acknowledgment upon registration.

Kindest regards,



Troy B. Hafner

TBH/jkl
Enclosures

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
.....	KWM
W. P. Verifier	KWM

697-14325

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DIVISION OF CORPORATIONS
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TELEFAX (561) 231-8878

July 14, 1997

Florida Department of State
Division of Corporations
Attn: Kenny Manning
Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

Re: DZS Investments, LLC
Ref. Number W97000014325

Dear Mr. Manning:

I am enclosing the original Certificate of Good Standing issued by the State of Minnesota Secretary of State with regard to the above referenced limited liability company, as well as a copy of Letter Number 697A00032641 from you dated June 18, 1997.

Please forward to me a letter of acknowledgment upon registration.

Kindest regards,



Troy B. Hafner

TBH/jkl
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

STEWART, NALL, EVANS & HAFNER, P.A.
ATTN: TROY B. HAFNER
P. O. BOX 3345
VERO BEACH, FL 32964-3345

SUBJECT: DSZ INVESTMENTS, LLC
Ref. Number: W97000014325

We have received your document for DSZ INVESTMENTS, LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 697A00032641

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. DSZ Investments, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

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

3. 41-1878165
(FEI number, if applicable)

4. June 2, 1997
(Date of Organization)

5. 2037
(Duration: Year limited liability company will cease to exist or perpetual)

6. June 30, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.)

7. 10588 Chippewa Heights NW
Brandon, Minnesota 56315
(Street address of principal office)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATION
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8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

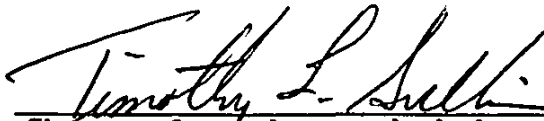
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Timothy L. Sullivan</u> <u>10588 Chippewa Heights, NW</u> <u>Brandon, Minnesota 56315</u>	<u>MGRM</u>	<u>Gary J. Zacher</u> <u>910 50th Avenue, SE</u> <u>Alexandria, Minnesota 56308</u>	<u>MGRM</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of DZS Investments, LLC
_____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 105,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 105,000.00
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ -0-.



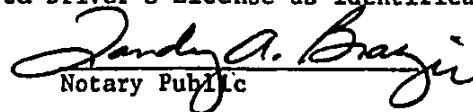
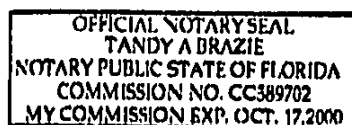
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Timothy L. Sullivan

Filing Fee: \$250.00 for Application and Affidavit

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 12th day of June, 1997,
by Timothy L. Sullivan, President of DZS Investments, LLC, on behalf of the Limited
Liability Company. He has produced his Minnesota Driver's License as identification.



Notary Public

**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, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: DZS Investments, LLC

2. The name and address of the registered agent and office is:

Troy B. Hafner

(Name)

Stewart, Nall, Evans & Hafner, P.A.
3355 Ocean Drive

(P.O. Box or Mail Drop Box **NOT** acceptable)

Vero Beach, Florida 32963

(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.


(Signature)

Troy B. Hafner

6/11/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

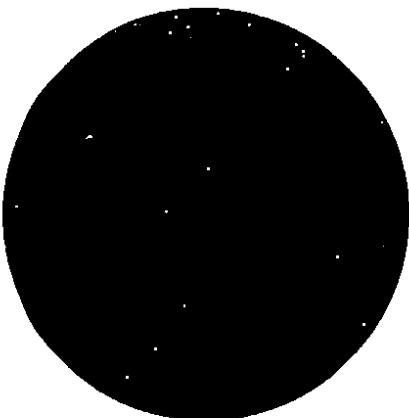
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered 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: DZS Investments, LLC

Date Formed or Registered: June 2, 1997

State of Organization: Minnesota

This certificate has been issued on June 30, 1997.



Joan Anderson Grove
Secretary of State.