

Document Number Only

M97000000885

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002383235-0
-12/26/97-01049-008
****285.00 ****285.00

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DIVISION OF CORPORATIONS

97 DEC 26 AM 9:53

Oire USA, L.L.C.

☐ Profit

☐ NonProfit

☒ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

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W97-28715
789-644

M/K

12/26/97

CR2E031 (1-89)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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December 26, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: OIRE USA, L.L.C.
Ref. Number: W97000028715

We have received your document for OIRE USA, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 497A00060510

97 DEC 26 PM 4:03
DIVISION OF CORPORATIONS

Kenny,

Upon Qual has been entered. Thank You!

Shope-CT

**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:

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1. OIRE USA, L.L.C.
(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.)

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

3. applied for
(FEI number, if applicable)

4. 12-22-97
(Date of Organization)

5. September 15, 2097
(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.))

7. 800 Opus Center, 9900 Bren Road East
Minnetonka, MN 55343
(Street address of principal office)

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>Gerald Rauenhorst</u>	<u>MGR</u>	<u>Mark Rauenhorst</u>	<u>MGR</u>
<u>Opus National, L.L.C.</u>		<u>800 Opus Center</u>	
<u>1300 Third Street So., #300</u>		<u>9900 Bren Road East</u>	
<u>Naples, FL 34102</u>		<u>Minnetonka, MN 55343</u>	
<u>Keith P. Bednarowski</u>	<u>MGR</u>	<u>Ronald W. Schiferl</u>	<u>MGR</u>
<u>700 Opus Center</u>		<u>700 Opus Center</u>	
<u>9900 Bren Road East</u>		<u>9900 Bren Road East</u>	
<u>Minnetonka, MN 55343</u>		<u>Minnetonka, MN 55343</u>	

Filing Fee: \$ 52.50 for Application

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

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The undersigned member or authorized representative of a member of OIRE USA,
L.L.C. deposes and says:

- 1) The above named limited liability company has one member. It was formed in the state of Delaware where a single-member limited liability company is allowed.
- 2) The total amount of cash contributed by the member is \$100,000.00.
- 3) The agreed value of property other than cash contributed by the member is \$0.00.
- 4) The total amount of cash or property anticipated to be contributed by the member is \$65,000,000.00. This total includes amounts from 2 and 3 above.

OIRE, L.L.C., Member

By: 

Ronald W. Schiferl, Vice President

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.)

Filing Fee: \$52.50 for Affidavit

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: OIRE USA, L.L.C.

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

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 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.

C T CORPORATION SYSTEM

Luscy J. Wanner, Asst Secy
(Signature)

12-22-97
(Date)

FILING FEE: \$ 35. for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OIRE USA, 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2836258 8300

971442666

AUTHENTICATION:

-8828818

DATE:

12-22-97