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• LINK DEVELOPMENT CO. • LINDQUIST & KELLOGG HOSPITALITY GROUP • VISION PURCHASING GROUP •

April 8, 1998

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
98 APR 23 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom it May Concern:

This is the transmittal letter you requested to accompany the enclosed forms which are detailed below:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida

The required fees are also attached to each form.

000002488450-4  
-04/14/98-01078-003  
\*\*\*\*346.25 \*\*\*\*346.25

I need to know when will we have our "numbers" issued to us. This is critical so we can submit our Application for Fictitious Name forms. If you could please call and let me know I would greatly appreciate it.

Sincerely,

*Ann K. Feldhege*  
Ann K. Feldhege  
Administrative Assistant

AKF/a  
Enclosure

1198-398

Name Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 15, 1998

ANN K. FELDHEGE  
ETC ENTERPRISES, INC.  
110 SO. 2ND ST., SUITE 132  
WAITE PARK, MN 56387

SUBJECT: BONITA PARTNERS, LLC  
Ref. Number: W98000008467

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TALLAHASSEE, FLORIDA

We have received your document for BONITA PARTNERS, LLC and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

A photocopy of a certified copy is not acceptable.

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 (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 998A00020185

**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. BONITA PARTNERS, 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.)
2. MINNESOTA  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. (APPLIED FOR)  
(FEI number, if applicable)
4. MAY 8, 1997  
(Date of Organization)
5. PERPETUAL  
(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. 110 SOUTH 2nd STREET, SUITE 132  
WAITE PARK, MN 56387  
(Street address of principal office)

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TALLAHASSEE, FLORIDA

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

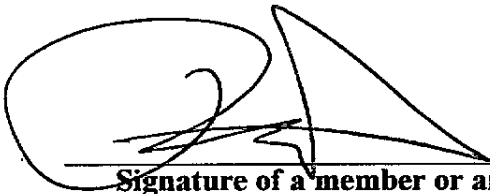
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
RODNEY L. LINDQUIST 110 SOUTH 2nd STREET SUITE 132 WAITE PARK, MN 56387	CHIEF MANAGER		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
BONITA PARTNERS, LLC \_\_\_\_\_ certifies: -

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 2,141,664 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 2,141,664 ;  
(This total includes amounts from 2 and 3 above.)



**Signature of a member or an 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.)

RODNEY L. LINDQUIST

\_\_\_\_\_  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**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:

BONITA PARTNERS, LLC.

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

Paul K. Heuerman, Esq.

(Name)

c/o Roetzel & Andress, L.P.A.  
850 Park Shore Drive, Third Floor

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

Naples, FL 34103

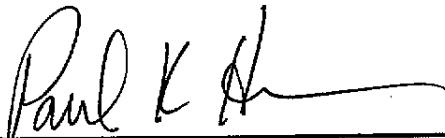
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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)

**Filing Fee: \$ 35 for Designation of Registered Agent**

# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

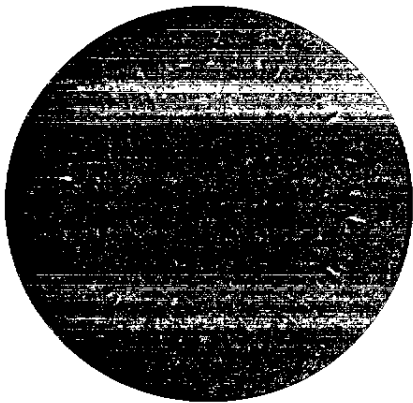
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered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

Date Formed or Registered: May 2, 1997

State of Organization: Minnesota

This certificate has been issued on April 21, 1998.



*Joan Anderson Grove*  
Secretary of State.