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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 964566 4305122

AUTHORIZATION :

Patricia Pujut

COST LIMIT : \$ ~~70.00~~ 285.00

ORDER DATE : September 16, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 964566-010

CUSTOMER NO: 4305122

CUSTOMER: Glenda Strobush, Legal Asst
Fredrikson & Byron, P.a.
1100 International Centre
900 Second Avenue South
Minneapolis, MN 55402

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FOREIGN FILINGS

NAME: VA PARCEL, 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: Janna Wilson

| | |
|-------------------|----|
| Name Availability | MH |
| Document Examiner | MH |
| Updater | MH |
| Updater Verifier | MH |
| Acknowledgement | MH |
| W. P. Verifier | MH |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:08

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98 SEP 18 PM 12:11
DIVISION OF CORPORATION

**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. VA Parcel, 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. 41-1827015
(FEI number, if applicable)
4. January 1, 1996
(Date of Organization)
5. 50 Years
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6300 Shingle Creek Parkway, Suite 600
Minneapolis, Minnesota 55430-2124
(Street address of principal office)
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:

John L. Clark
Suite 600
6300 Shingle Creek Pkwy
Minneapolis, MN 55430-2124

Mgr

Bruce F. Lohn
Suite 600
6300 Shingle Creek Pkwy
Minneapolis, MN 55430-2124

Mgr

Michael E. O'Neil
Suite 600
6300 Shingle Creek Pkwy
Minneapolis, MN 55430-2124

Mgr

NAME & ADDRESS:

TITLE:

John A. Satorius
Suite 1100
900 Second Avenue South
Minneapolis, MN 55402

Mgr

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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.)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VA PARCEL, 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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981360593

AUTHENTICATION:

9306503

DATE:

09-17-98

**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:

VA Parcel, 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

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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.

Carol K. Dole
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____

VA Parcel, L.L.C.

certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 900 ;

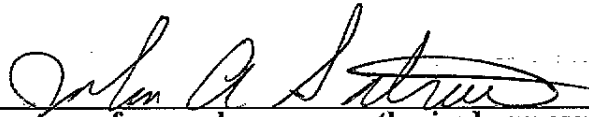
3) if any, the agreed value of property other than cash contributed by member(s) is \$ -- ;

(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 \$ 900

(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.)

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DIVISION OF CORPORATIONS

John A. Satorius, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit