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ACCOUNT NO. : 072100000032

REFERENCE : 964566-4305122

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ 285.00

ORDER DATE : September 16, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 964566-005

CUSTOMER NO: 4305122

400002643344--7

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

FOREIGN FILINGS

NAME: CTC DISTRIBUTION SERVICES,
L.L.C.

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DIVISION OF CORPORATIONS
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XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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**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. CTC Distribution Services, 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. 41-1574126
(FEI number, if applicable)
4. March 10, 1995
(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, MN 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:	NAME & ADDRESS:	TITLE:
<u>John L. Clark</u> <u>Suite 600</u> <u>6300 Shingle Creek Pkwy</u> <u>Minneapolis, MN 55430-2124</u>	<u>Mgr</u>	<u>John A. Satorius</u> <u>Suite 1100</u> <u>900 Second Avenue South</u> <u>Minneapolis, MN 55402</u>	<u>Mgr</u>
<u>Bruce F. Lohn</u> <u>Suite 600</u> <u>6300 Shingle Creek Pkwy</u> <u>Minneapolis, MN 55430-2124</u>	<u>Mgr</u>		
<u>Michael E. O'Neil</u> <u>Suite 600</u> <u>6300 Shingle Creek Pkwy</u> <u>Minneapolis, MN 55430-2124</u>	<u>Mgr</u>		

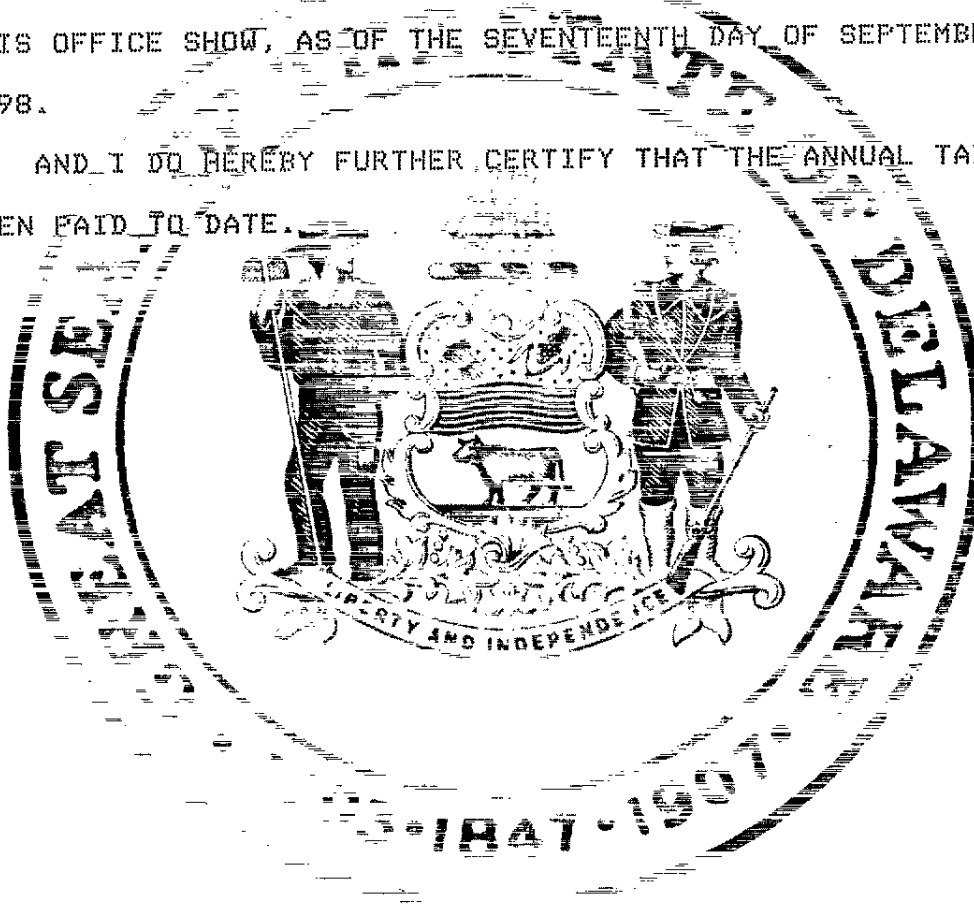
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. 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 "CTC DISTRIBUTION SERVICES, 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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AUTHENTICATION:

9306455

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:

CTC Distribution Service, 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. Deeb
(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 _____
CTC Distribution Services, L.L.C. - _____ 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 \$ 4,000,000 ;
- 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 \$4,000,000 .
(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.)

John A. Satorius, Manager

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit