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ACCOUNT NO. : 072100000032

REFERENCE : 195630 7165873

AUTHORIZATION : Patricia Reynolds

COST LIMIT : \$ 285.00

ORDER DATE : April 6, 1999

ORDER TIME : 10:24 AM

ORDER NO. : 195630-015

CUSTOMER NO: 7165873

300002831823--3

CUSTOMER: Ms. Konnie Smith
Opus U.S. Corporation
10350 Bren Road West

Minnetonka, MN 55343

FOREIGN FILINGS

NAME: OPUS NORTHWEST MANAGEMENT,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/7/99
Availability	CERTIFIED COPY
Document	PLAIN STAMPED COPY
Examiner	CERTIFICATE OF GOOD STANDING
Updater	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

CONTACT PERSON: Jeanine Reynolds

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FILED
99 APR -7 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Opus Northwest Management, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-1826217
(FEI number, if applicable)
4. December 14, 1995
(Date of Organization)
5. December 5, 2095
(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. 10350 Bren Road West
Minnetonka, MN 55343
(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)

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SECURITY STATE
TALLAHASSEE, FLORIDA

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Mark Rauenhorst</u>	<u>MGR</u>	<u>Michael E. Dwyer</u>	<u>MGR</u>
<u>10350 Bren Road West</u>		<u>10350 Bren Road West</u>	
<u>Minnetonka, MN 55343</u>		<u>Minnetonka, MN 55343</u>	
<u>Barton R. Wold</u>	<u>MGR</u>	<u>Elizabeth F. Schorle</u>	<u>MGR</u>
<u>10350 Bren Road West</u>		<u>10350 Bren Road West</u>	
<u>Minnetonka, MN 55343</u>		<u>Minnetonka, MN 55343</u>	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Opus Northwest
Management, 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 \$ 643,835.00 ;

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 \$ 643,835.00
(This total includes amounts from 2 and 3 above.)

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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.)

Michael E. Dwyer, Manager

Typed or printed name of signee

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:

Opus Northwest Management, 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.

By: Sylvia M. White

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPUS NORTHWEST MANAGEMENT, 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 SIXTH DAY OF APRIL, A.D. 1999.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9671878

DATE:

04-06-99