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April 20, 1999

VIA FEDERAL EXPRESS

300002847673-4  
-04/22/99--01077--014  
\*\*\*\*346.25 \*\*\*\*346.25

FL Secretary of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: King & Counsel, L.L.C.

Dear Clerk:

Enclosed for filing please find: (1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, with attached Certificate of Good Standing issued by the Minnesota Secretary of State and Affidavit of Membership Contributions of Foreign Limited Liability Company (\$250 filing fee); (2) Certificate of Designation of Registered Agent/Registered Office (\$35 filing fee); and (3) a check in the amount of \$346.25 made payable to the Florida Department of State.

I would also like to request a Certified Copy (\$52.50) and Certificate of Status (\$8.75) of the Foreign LLC Application for King & Counsel, L.L.C.

If you have any questions regarding the above, please call me at (612) 832-5500. I am enclosing a Federal Express envelope for return of the above documents. Thank you for your assistance with this filing.

Very truly,

*Michele Seehafter*

MICHELE D. SEEHAFFER

MDS:dsc

Enclosures

D4284

99 APR 22 PM 5:06  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Name	OK
Availability	OK
Document	OK
Examiner	OK
Update	OK
Updater	OK
Verify	OK
Acknowledgment	OK
W. P. V.	OK

# **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. King & Counsel, 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. Minnesota  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-1925028  
(FEI number, if applicable)
4. 12/08/98  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 01/04/99  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1500 Landmark Towers, 345 St. Peter Street, St. Paul, MN 55102

(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>Lowry Barfield</u>	<u>MGRM</u>		
<u>200 South Biscayne Blvd.</u>			
<u>Suite 4670</u>			
<u>Miami, FL 33131</u>			

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
20 APR 22 PM 5:00

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 King & Counsel, 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 \$ 250,000;
- 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 \$ 250,000;  
(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.)

Lawrence R. King

Typed or printed name of signer

FILED  
29 APR 22 PM 5:00  
SECRETARY OF STATE  
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:

King & Counsel, L.L.C.

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

Lowry Barfield

(Name)

200 South Biscayne Boulevard, Suite 4670

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

Miami FL 33131

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.*

Lowry Barfield

(Signature)

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

FILED  
90 APR 22 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Minnesota

# SECRETARY OF STATE

## Certificate of Good Standing

I, Mary Kiffmeyer, 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: King & Counsel, L.L.C.

Date Formed or Registered: December 8, 1998

State of Organization: Minnesota

This certificate has been issued on April 16, 1999.



*Mary Kiffmeyer*  
Secretary of State.