

m99000000762



ACCOUNT NO. : 072100000032

REFERENCE : 245686 7165873

AUTHORIZATION :

COST LIMIT : \$ 285.00

Katricia Pizant

ORDER DATE : May 19, 1999

ORDER TIME : 9:48 AM

ORDER NO. : 245686-010

200002881022--2

CUSTOMER NO: 7165873

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

Minnetonka, MN 55343

FOREIGN FILINGS

NAME: OPUS REAL ESTATE AMERICA I,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	5/20/99
Availability	Acc
Document	XX
Examiner	DCC
Updater	DCC
Verifier	DCC
Adjudgement	DCC
P. Verifier	DCC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

59 MAY 20 AM 10:45

65 MAY 20 AM 10:45

FILED
99 MAY 20 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5 pages

m99000000762

**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. Opus Real Estate America I, 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. applied for
(FEI number, if applicable)
4. May 17, 1999
(Date of Organization)
5. December 31, 2099
(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. c/o Opus Properties, L.L.C.
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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Keith P. Bednarowski</u>	<u>MGR</u>	<u>Luz Campa</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>Andrew C. Deckas</u>	<u>MGR</u>		
<u>10350 Bren Road West</u>			
<u>Minnetonka, MN 55343</u>			
<u>Ronald W. Schiferl</u>	<u>MGR</u>		
<u>10350 Bren Road West</u>			
<u>Minnetonka, MN 55343</u>			

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.)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

The member or authorized representative of a member of Opus Real Estate
America I, 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 \$ 5,300,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;
(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 \$ 5,300,000 .
(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.)

Andrew C. Deckas, Vice President, Secretary and Treasurer

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:

Opus Real Estate America I, 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

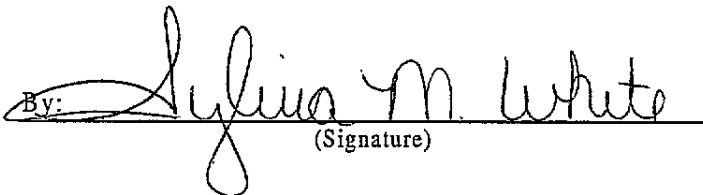
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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TALLAHASSEE, FLORIDA

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: 
(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 REAL ESTATE AMERICA I, 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 NINETEENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPUS REAL ESTATE AMERICA I, L.L.C." WAS FORMED ON THE SEVENTEENTH DAY OF MAY, A.D. 1999.

FILED
99 MAY 20 PM 12:30
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9753556

DATE:

05-19-99