



M99000001392

ACCOUNT NO. : 072100000032  
REFERENCE : 363041 4305123  
AUTHORIZATION : Patricia Pizots  
COST LIMIT : \$ 285

ORDER DATE : September 2, 1999

ORDER TIME : 11:13 AM

ORDER NO. : 363041-030

CUSTOMER NO: 4305123

100002978511--9

CUSTOMER: Ms. Yvonne M. Novak  
Fryberger, Buchanan, Smith &  
700 Lonsdale Bldg.  
302 West Superior Street  
Duluth, MN 558021863

W99-20505

FOREIGN FILINGS

NAME: HI TAMPA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -3 AM 10:18

RECEIVED  
99 SEP -3 PM 12:08



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 3, 1999

CSC  
ATTN: CHRISTINE LILLICH

SUBJECT: HI TAMPA, LLC  
Ref. Number: W99000020505

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for HI TAMPA, LLC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 499A00044042

RECEIVED  
99 SEP -7 AM 9:49  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. HI Tampa, LLC  
(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. \_\_\_\_\_  
(FEI number, if applicable)
4. 8/2/99  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 9/ 2/99  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 330 Canal Park Drive  
Duluth, MN 55807  
(Street address of principal office)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 31 AM 10:18

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:
MGR.	<u>Kenneth Goldfine</u>	<u>Pres.</u>	<u>7330 Pima Road, Scottsdale, AZ 85258</u>	
MGR.	<u>John Goldfine</u>	<u>Vice. Pres.</u>	<u>330 Canal Park Dr., Duluth, MN 55802</u>	
MGR.	<u>Abbot Apter</u>	<u>Sec./Treas.</u>	<u>3800 W. Second St., Ste. 200 Duluth, MN 55807</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.)

# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

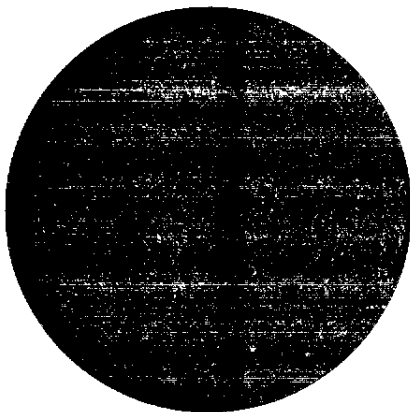
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered 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: HI Tampa, LLC

Date Formed or Registered: August 2, 1999

State of Organization: Minnesota

This certificate has been issued on August 31, 1999.



*Mary Kiffmeyer*  
Secretary of State.

**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:

HI Tampa, LLC

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

*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.*

**Corporation Service Company,**

By: Michelle D. Mowry

(Signature)

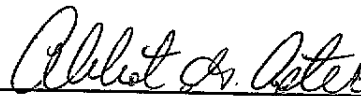
**Michelle D. Mowry  
Its Authorized Representative**

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

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

The member or authorized representative of a member of HI Tampa, LLC  
\_\_\_\_\_ 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 \$ 0 ;
- 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 NOT TO EXCEED  
\$ 11,000,000.00  
(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.)

Abbot Apter

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**