



M99000001404

ACCOUNT NO. : 072100000032

REFERENCE : 363041 4305123

AUTHORIZATION :

Patricia Pijute

COST LIMIT : \$ 285

ORDER DATE : September 2, 1999

ORDER TIME : 12:08 PM

ORDER NO. : 363041-035

700002981617--3

CUSTOMER NO: 4305123

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

FOREIGN FILINGS

NAME: HI JACKSONVILLE, LLC

5

FILED OF STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 SEP -8 PM 4: 00

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Christine Lillich

3/12  
9/8/99

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 SEP -8 PM 2: 24

RECEIVED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -8 PM 4:00

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 Jacksonville, 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 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 8/2/99 5. perpetual  
(Date of Organization) (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)

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 in 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**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 SEP -8 PM 4:00

The member or authorized representative of a member of HI Jacksonville, 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 \$ 4,000,000.00  
(This total includes amounts from 2 and 3 above.)

*Abbot Apter*

**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**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -8 PM 4:00

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 Jacksonville, 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**

State of Minnesota

**SECRETARY OF STATE**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -8 PM 4:00

Certificate of Good Standing

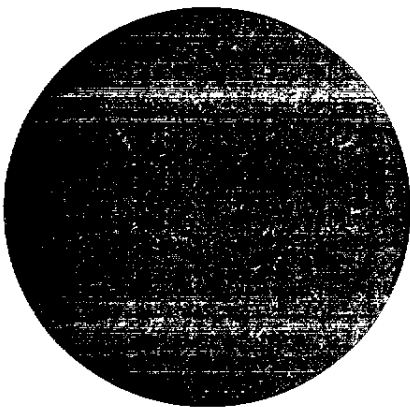
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered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

Date Formed or Registered: August 2, 1999

State of Organization: Minnesota

This certificate has been issued on September 2, 1999.



*Mary Kiffmeyer*  
Secretary of State.