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August 25, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: B. Tose Management, Inc. *Company*

Ladies/Gentlemen:

Enclosed for filing on behalf of the above-referenced corporation are an original and one (1) copy of the Articles of Incorporation, together with a check in the amount of \$70 in payment of the requisite filing fee.

Please return the recorded document to me in the enclosed envelope. If you have any questions, please do not hesitate to call me at the number listed above.

Very truly yours,

Edwina P. Steffer
Edwina P. Steffer
Paralegal

Enclosures

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32314

BC 9/5

**ARTICLES OF INCORPORATION
OF
B. TOSE MANAGEMENT COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, being of full age, for the purpose of forming a corporation under and pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

1.1) The name of this Florida corporation is B. Tose Management Company (the "Corporation").

ARTICLE 2 - ADDRESS OF CORPORATION

2.1) The mailing address of the Corporation is 1710 Middle Gulf Drive, Sanibel, Florida 33957.

ARTICLE 3 - INITIAL REGISTERED AGENT AND OFFICE ADDRESS

3.1) The name of the initial registered agent of the Corporation is Byron Frank and the registered office of the Corporation is located at 1710 Middle Gulf Drive, Sanibel, Florida 33957.

ARTICLE 4 - CAPITAL STOCK

4.1) Authorized Shares: Establishment of Classes and Series. The aggregate number of shares the Corporation has authority to issue shall be 1,000,000 shares, which shall have a par value of \$.01 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the Corporation. The Board of Directors may establish such classes or series with such designation, rights and preferences as the Board shall establish by resolution adopted and filed in the manner provided by law.

4.2) Issuance of Shares. The Board is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of any class or series of the Corporation to such persons, at such times and upon such terms and conditions as the Board shall determine, establishing a price in money or other consideration, or a minimum price, or a general formula or method by which the price will be determined.

4.3) Issuance of Rights to Purchase Shares. The Board is further authorized from time to time to grant and issue rights to subscribe for, purchase, exchange securities for, or convert securities into, shares of the Corporation of any class or series, and to fix the terms, provisions and conditions of such rights, including the exchange or conversion basis or the price at which such shares may be purchased or subscribed for.

4.4) Issuance of Shares to Holders of Another Class or Series. The Board is further authorized to issue shares of one class or series to holders of that class or series or to holders of another class or series to effectuate share dividends or splits.

ARTICLE 5 - RIGHTS OF SHAREHOLDERS

5.1) No Preemptive Rights. No shares of any class or series of the Corporation shall entitle the holders to any preemptive rights to subscribe for or purchase additional shares of that class or series or any other class or series of the Corporation now or hereafter authorized or issued.

5.2) No Cumulative Voting Rights. There shall be no cumulative voting by the shareholders of the Corporation.

ARTICLE 6 - AMENDMENT OF ARTICLES OF INCORPORATION

6.1) After the issuance of shares by the Corporation, any provision contained in these Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of the holders of at least a majority of the voting power of all shares entitled to vote or such greater percentage as may be otherwise prescribed by the laws of the State of Florida.

ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY


7.1) To the fullest extent permitted by Chapter 607, Florida Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE 8 - INCORPORATOR

8.1) The name and address of the Incorporator is as follows:

Brian G. Moore, Esq.,
Fredrikson & Byron, P.A.
900 Second Avenue South, Suite 1100
Minneapolis, MN 55402

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation the 23rd day of August, 2000.


Incorporator

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**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Name of Corporation:

Name and Office Address of Registered Agent:

B. Tose Management Company

Byron Frank

1710 Middle Gulf Drive

Sanibel, Florida 33957

I agree to act as initial registered agent to accept service of process for the Corporation named above at the place designated in this certificate. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as a registered agent.

August 25, 2000


Byron Frank

FILED
00 AUG 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA