

P97000001878



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 214197 4327828

AUTHORIZATION : Patricia Poynt

COST LIMIT : \$ ~~300.00~~ 122.50

ORDER DATE : January 8, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 214197-010

EFFECTIVE DATE
1-7-97

CUSTOMER NO: 4327828

3000002050483--0

CUSTOMER: Ms. Paulette Clark
ALLEY MAASS ROGERS & LINDSAY,
P.A.
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: KATHARINE VENTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 JAN -8 PM 2:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
7 JAN -8 AM 10:43
SIGN OF CORPORATION

1-8-97
KR

**ARTICLES OF INCORPORATION
OF
KATHARINE VENTURES, INC.**

EFFECTIVE DATE
1-7-97

FILED
97 JAN -8 PM 2:48
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Katharine Ventures, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office of this corporation is 1600 S.E. 17th Street, Ste. 404, Fort Lauderdale, FL 33316. The mailing address of the corporation is The Colonnade, 5500 Wayzata Blvd. Ste. 950, Golden Valley, MN 55416.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Lee R. Anderson, Sr.
The Colonnade, 5500 Wayzata Blvd. Ste. 950
Golden Valley, MN 55416.

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator and person signing these Articles is:

Warren D. Hayes, Sr.
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

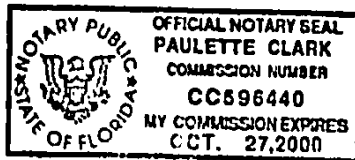
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of January, 1997.

Warren D. Hayes, Sr.

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 7th day of January, 1997, by Warren D. Hayes, Sr., who is personally known to me.

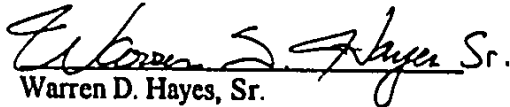

Signature of Person Taking
Acknowledgment



Name typed, printed or stamped
Title or Rank: _____
Serial Number: _____

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for Katharine Ventures, Inc. and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.


Warren D. Hayes, Sr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA