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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-07/03/98--01048--001
*****70.00 *****70.00

SUBJECT: STRATFORD CONSULTING L.L.C.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DUANE FRANKE
(Name of Person)
STRATFORD CONSULTING LLC
(Firm/Company)
810 WINDEMERE CURVE
(Address)
Plymouth MN 55441
(City, State and Zip Code)

FILED
98 AUG 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

DUANE FRANKE at (612) 525-1723
(Name of Person) Area Code & Daytime Telephone Number

Name Availability	
Document Examiner	DC
Updater	Qualification/Tax Lien Sec.
Former Verifier	Division of Corporations
	409 E. Gaines St.
	Tallahassee, FL 32399
Acknowledgement	DCC
W. P. Verifier	DCC

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

50
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W98000015672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1998

DUANE FRANKE
STRATFORD CONSULTING LLC
810 WINDEMERE CURVE
PLYMOUTH, MN 55441

SUBJECT: STRATFORD CONSULTING, LLC
Ref. Number: W98000015672

We have received your document for STRATFORD CONSULTING, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

You have completed the wrong application. Please complete the attached form and send in the additional filing fee.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00036887



Stratford Consulting, L.L.C.

810 Windemere Curve
Plymouth, MN 55441

August 10, 1998

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

Re: W98000015672
Letter Number 198A00036887

Dear Ms. Cushing,

We have decided to incorporate in the State of Florida rather than qualify as a foreign LLC.

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation for Stratford Consulting, Inc.

Our records indicated that your office has cashed in the draft for \$70.00 previously deposited.
Please apply the \$70.00 for the required filing fees

A search of your Web site indicates that Stratford Consulting, Inc. is available. Apparently there was a corporation with the same name but it has not been active since 1991.

I want to congratulate your department for its Web site. It was clear and well designed. I had no trouble navigating the site and obtaining the information required.

Best Regards,



Duane Franke

enc.

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Articles of Incorporation
of
Stratford Consulting, Inc.

In order to form a corporation pursuant to the provisions of Chapter 607 of the Florida Statutes, the following Articles of Incorporation are hereby Adopted:

Article I
Name

The name of this corporation shall be Stratford Consulting, Inc.

Article II
Principal Office

The principal office of this corporation shall be 810 Windemere Curve, Plymouth, MN 55441.

Article III
Initial Registered Agent

The name and Florida Street address of the initial registered agent is Robert J. Schroeder Jr of 3421 Gardenvue Road, Pace FL 32571.

Article IV
Incorporators

The name and address of each incorporator, who is a natural person of full age, are as follows:

<u>Name</u>	<u>Address</u>
Duane Franke	810 Windemere Curve Minneapolis, MN 55441

Article V
Capital

The aggregate number of shares of Common Stock which this corporation shall have the authority to issue is 1,000,000 shares of Common Stock each with no par value. Such shares shall be designated as this corporation's "Common Stock".

The aggregate number of shares of preferred Stock which this corporation shall have the authority to issue is 250,000 shares, which may be issued in one or more series as determined from time to time by the Board of Directors. Such shares shall be designated as the "Preferred Stock, Series A.". The Shares of preferred Stock of any Series authorized for issuance by the Board of Directors of this Corporation shall be senior to the Common Stock with respect to any distribution (as such term is defined in Florida Statutes) so designated by the Board of Directors of this corporation upon issuance of the Shares of that Series. The Board of Directors is hereby granted the express authority to fix by resolution any other designations, powers, preferences, rights, qualifications, limitations or restrictions with respect to any particular Series of Preferred Stock prior to issuance thereof.

Except as otherwise required by law, the holders of the shares of Common Stock shall have the sole voting rights of this Corporation.



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Article VI
Period of Duration

This corporation have perpetual existence.

Article VII
Purposes

This corporation shall have general business purposes and shall have the unlimited power to engage in and to do any act necessary or incidental to the conduct of any business for which corporations may be organized under Chapter 607 of Florida Statutes, together with the power to do or perform any acts consistent with or which may be implied from the powers expressly conferred upon corporations by the Florida Corporation Act.

Article VIII
Power of the Board of Directors

In addition to, and not by way of limitation of, the powers granted to the Board of Directors by the Chapter 607 of Florida Statutes, the Board of Directors of this corporation shall have the following powers and authority:

- a. To fix by resolution any designation, power, preference, right, qualification, limitation or restriction with respect tot he issuance of any series of the Preferred Stock of this corporation authorized by these Articles.
- b. To fix the terms, provisions and conditions of and to authorize the issuance, sale, pledge or exchange of bonds, debentures, notes, or other evidences of indebtedness of this corporation.
- c. To adopt, amend or repeal all or any of the By-Laws of this corporation by the vote of a majority of its members present at a duly held meeting, subject to the powers of the shareholder to adopt, amend or repeal such By-Laws.
- d. To take any action required or permitted by law or by these Articles to be taken by the Board of Directors at a duly held meeting by written action signed by a majority of the members of the Board, except as to those matters which require shareholder approval, in which case the written action shall be signed by all members of the Board of Directors.
- e. As to any member of the Board, to give advance written consent or opposition to a resolution stating an action to be taken by the Board; such consent or opposition shall be counted as a vote in favor of or against the resolution and shall be entered in the minutes or other record of action taken by the Board at the meeting if the resolution acted upon by the Board at the meeting is substantially the same or has substantially the same effect as the resolution to which the member of the Board has consented or objected.
- f. To adopt an indemnity plan and to purchase and maintain insurance for officers, directors, employees, and agents against liability asserted against them and incurred in any such capacity or arising out of their status as such to the fullest extent permissible under the provisions of Chapter 607 of the Florida Statutes.

192

IN WITNESS WHEREOF, the above named incorporation have executed these Articles of Incorporation, this ____ day of August 1998.

INCORPORATOR

Duane Franke
Duane Franke

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

BE IT KNOWN, that on this 10 day of August, 1998, before me a notary public, personally appeared Duane Franke to me known to be the person named and described as an incorporator and who executed the fore-going Articles of Incorporation, have been first duly sworn and under oath, did acknowledge and say that he executed the foregoing Articles of Incorporation therein expressed.

Kellie J. Dybdahl
Notary Public

I am a Notary Public of the State of Minnesota and my commission expires on



Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

Robert J. Schroeder Jr.
Robert J. Schroeder Jr.

Date 8.16.98

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