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Management, development, leasing, and sales of quality properties and businesses.

November 13, 2000

1300 WEST 57TH STREET
SIOUX FALLS, SD 57108
605-336-2111 PHONE
605-338-1189 FAX
www.heggcompanies.com

VIA UPS Overnight Delivery

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Application by Foreign Corporation for Authorization to Transact Business in Florida – Hegg Investments, Inc.

Dear Registration Section:

Enclosed, please find one original signed application, one original 'Transmittal letter', one original Certificate of Good Standing, a check in the amount of \$70 for the filing fee, two signed copies of the application and a self addressed stamped envelope.

Please return a file stamped copy of the application for our records in the enclosed self addressed stamped envelope.

If you have any questions, please contact me.

Sincerely,

Hegg Companies, Inc.

Amy L. Arndt
MB

Amy L. Arndt
General Counsel

ALA/mb

Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hegg Investments, Inc.
(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:

Amy L. Arndt
(Name of Person)
Hegg Companies, Inc.
(Firm/Company)
1300 West 57th Street
(Address)
Sioux Falls, SD 57108
(City/State and Zip code)

For further information concerning this matter, please call:

Amy L. Arndt at (605) 336-2111
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Hegg Investments, Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. South Dakota 3. N/A
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. August 12, 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1300 West 57th Street, Sioux Falls, SD 57108
(Principal office address)
- Same as above.
(Current mailing address)

8. Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** accepted)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michele R. Justesen, Asst. Secy.
(Registered agent's signature)
Michele R. Justesen, Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Peter P. Hegg - Sole Director

Address: 1300 West 57th Street

Sioux Falls, SD 57108

Director: _____

Address: _____

B. OFFICERS

President: Peter P. Hegg

Address: same

Vice President: Peter P. Hegg

Address: same

Secretary: Peter P. Hegg

Address: same

Treasurer: Peter P. Hegg

Address: same

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter P. Hegg, President and Sole Director

(Typed or printed name and capacity of person signing application)

State of South Dakota



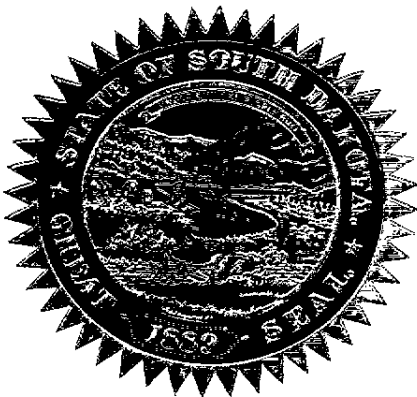
OFFICE OF THE SECRETARY OF STATE

Certificate of Good Standing Domestic Corporation

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, do hereby certify that **HEGG INVESTMENTS, INC.** was duly incorporated under the laws of this state on **August 12, 1983**.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this August 15, 2000.



Joyce Hazeltine
Secretary of State

FILED

STATE OF SOUTH DAKOTA
CLERK OF STATE
PIERRE, S.D.
AUG 15 2000