

F03000004322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

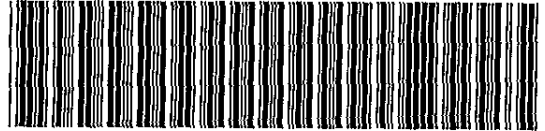
(Business Entity Name)

(Document Number)

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855 F03-4322 8/28/03 Jm



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 14, 2003

MICHAEL R. NIXT
4800 WELSL FARGO CENTER
MINNEAPOLIS, MN 55402-4129

SUBJECT: RUSSELL & HERDER, INC.
Ref. Number: W03000023065

We have received your document for RUSSELL & HERDER, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 103A00046303

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MOSS & BARNETT

A Professional Association

4800 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-4129
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Facsimile 612.339.6686
www.moss-barnett.com

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ARTHUR J. GLASSMAN

SUZANNE M. LECY
612.347.0352
LecyS@moss-barnett.com

August 19, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Russell & Herder, Inc.
Ref. Number: W03000023065
Our File No.: 29111.11

Dear Sir or Madam:

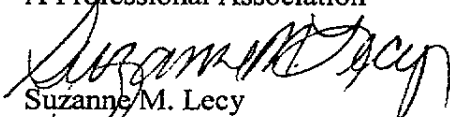
Per your letter of August 14, 2003, a copy of which is enclosed, enclosed is a Certificate of Good Standing issued by the Minnesota Secretary of State for Russell & Herder, Inc.

Please process the Application to transact business in Florida. If you need anything further in this regard, please do not hesitate to contact either Michael Nixt (612-347-0380) or me.

Your assistance in this matter is very much appreciated.

Very truly yours,

MOSS & BARNETT
A Professional Association


Suzanne M. Lecy
Paralegal

/sml

Enclosures

cc: Michael R. Nixt, Esq. (w/o encl.)
612624/1

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Russell & Herder, 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:

Michael R. Nixt
(Name of Person)
Moss & Barnett
(Firm/Company)
4800 Wells Fargo Center
(Address)
Minneapolis, MN 55402-4129
(City/State and Zip code)

For further information concerning this matter, please call:

Michael R. Nixt at (612) 347-0380
(Name of Person) (Area Code & Daytime Telephone Number)

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

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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. Russell & Herder, Inc.
(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. Minnesota 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 3, 1984 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. 315 East River Road
(Principal office address)
Brainerd, MN 56401
(Current mailing address)
8. advertising and public relations
(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** acceptable)
Name: Carol Russell Phelps
Office Address: 1651 Whitfield Ave.
Sarasota, Florida 34243
(City) (Zip code)

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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.



(Registered agent's signature)

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: Carol Russell Phelps

Address: 315 East River Road

Brainerd, MN 56401

Director: Brian Herder

Address: 315 East River Road

Brainerd, MN 56401

B. OFFICERS

President: Carol Russell Phelps

Address: 315 East River Road

Brainerd, MN 56401

Vice President: Brian Herder

Address: 315 East River Road

Brainerd, MN 56401

Secretary: Carol Russell Phelps

Address: 315 East River Road, Brainerd, MN 56401

Treasurer: Carol Russell Phelps

Address: 315 East River Road, Brainerd, MN 56401

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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. Carol Russell Phelps, President

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

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

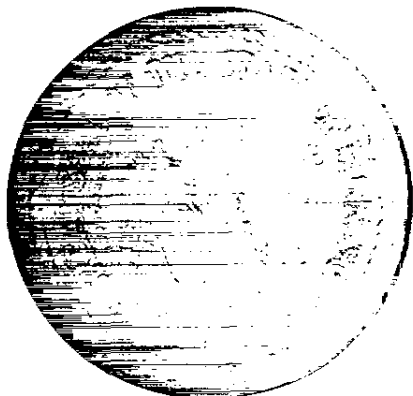
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Russell & Herder, Inc.

Date Formed: 01/03/1984

Chapter Governed By: 302A

This certificate has been issued on 07/16/03.



Mary Kiffmeyer
Secretary of State.