

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

MIMLIC Sales Corporation

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is MIMLIC Sales Corporation

SECOND: The name which it elects to use in Rhode Island is
MIMLIC Sales Corporation

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Minnesota

FOURTH: The date of its incorporation is 3/27/84 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 400 North Robert Street, St. Paul, MN 55101

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Securities Broker-Dealer

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Paul H. Gooding	Director	1312 Wilderness Run Drive, Eagan, MN 55123
	Director	
Joseph R. Bird	Director	676 Laura Court, Mendota Heights, MN 55120
Paul H. Gooding	President	1312 Wilderness Run Drive, Eagan, MN 55123
Wayne R. Schmidt	Vice President	723 E. 145th Street, Burnsville, MN 55337
Paul H. Gooding	Secretary	1312 Wilderness Run Drive, Eagan, MN 55123
Wayne R. Schmidt	Treasurer	723 E. 145th Street, Burnsville, MN 55337

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
25,000	common	none	no par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	common	none	no par value

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 130,000

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 130,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 800,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 16,000

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 21, 19 84

MIMLIC Sales Corporation
[Exact Corporate Name of Corporation Making Application]

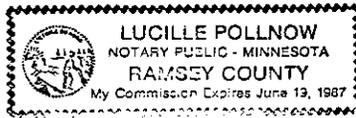
By Wayne Schmidt
Its Vice President
and Paul Hudson
Its Secretary

STATE OF Minnesota }
COUNTY OF Ramsey } Sc.

At St. Paul in said County on the 21st day
of December 1984, before me personally appeared
Wayne R. Schmidt, who being by me first duly sworn, declared that
he is the Vice President of MIMLIC Sales Corporation,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Lucille Pollnow
Notary Public

(NOTARIAL SEAL)



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To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the 27th day of March, A. D. 1984 for the incorporation of

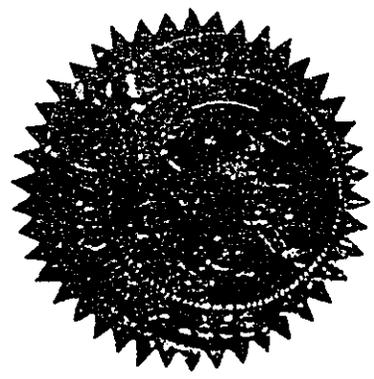
MIMLIC Sales Corporation

under and in accordance with the provisions of Minnesota Statutes, Chapter 302A,

Now, Therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said

MIMLIC Sales Corporation

is a legally organized Corporation under the laws of this State.



Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this twenty-seventh day of March in the year of our Lord one thousand nine hundred and eighty-four

Jan Anderson Howe
Secretary of State.

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ARTICLES OF INCORPORATION
OF
MIMLIC SALES CORPORATION

To form a Minnesota business corporation under and pursuant to Minnesota Statutes, Chapter 302A, as now enacted or hereafter amended, the following Articles of Incorporation are adopted:

- 1. The name of the corporation is "MIMLIC Sales Corporation." M
- 2. The address of the registered office of the corporation in Minnesota is 400 North Robert Street, St. Paul, Minnesota 55101. The name of the registered agent of the corporation at that address is Paul H. Gooding. ✓
- 3. The aggregate number of authorized shares of the corporation is 25,000. ✓
- 4. The name and address of the incorporator, who is a natural person of full age, are:

<u>NAME</u>	<u>ADDRESS</u>
Gregory Fontaine	2200 First Bank Place East Minneapolis, Minnesota 55402

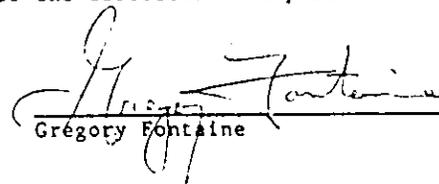
- 5. The names of the addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Paul H. Gooding	400 North Robert Street St. Paul, Minnesota 55101
Joseph R. Bird	400 North Robert Street St. Paul, Minnesota 55101

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6. An action required or permitted to be taken at a meeting of the board of directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the shareholders of the corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the board of directors of the corporation at which all of the directors were present.

Dated: March 26, 1984



 Gregory Fontaine

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED: 12/17 1984

James Anderson Evans
Secretary of State

By *James Anderson Evans*

(This certification stamp renders void any other stamp or signature.)