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CORPORATION(S) NAME

Cherry Hills GP, Inc.

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Cherry Hills GP, 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. Delaware 3. 84-1294647
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 2, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 17, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))

7. 3033 East First Avenue, Suite 400
Dehver, CO 80206
(Current mailing address)

8. investment company for funding of health care services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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.

C T CORPORATION SYSTEM
Marcia J. Sunahara
(Registered agent's signature) (Officer)

MARCIA J. SUNAHARA, Asst. Secy.
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Donald L. Sturm

Address: 3033 East First Avenue, Suite 400

Denver, CO 80206

Director: _____

Address: _____

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B. OFFICERS

President: Stephen L. Axelrod

Address: 3033 East First Avenue, Suite 400

Denver, CO 80206

Vice President: Melanie L. Sturm

Address: 5430 Chevy Chase Parkway

Washington, DC 20015


Secretary: Michael B. Opatowski

Address: 3033 East First Avenue, Suite 400

Denver, CO 80206

Treasurer: Don Lawler
Address: 6405 Buffalo Avenue
Cheyenne, WY 82009

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

13.  President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Stephen L. Axelrod, President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHERRY HILLS GP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

2467612 8300

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AUTHENTICATION:

8863663

DATE:

01-13-98