

F98000000335

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Terra Funding, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

300002404849--9
-01/20/98--01083--001
*****78.75 *****78.75

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:

William McLeod, President
(Name of Person)
Terra Funding, Inc.
(Firm/Company)
1515 Arapahoe St., Tower 1, Suite 600
(Address)
Denver, CO 80202
(City/State/Zip)

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

H2 1/20

Cindy Drummond at (303) 623-6300 x 220
(Name of Person) (Area Code & Daytime Telephone Number)

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COURIER ADDRESS:

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

MAILING ADDRESS:

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

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. Terra Funding, 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. Colorado 3. 84-1087768
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/8/88 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated start date 4/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1515 Arapahoe St., Tower 1, Suite 600
Denver, CO 80202
(Current mailing address)
8. Financial services, general business
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Marcia J. Sunahara
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William McLeod

Address: 1515 Arapahoe St., Tower 1, Suite 600
Denver, CO 80202

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: William McLeod

Address: 1515 Arapahoe St., Tower 1, Suite 600
Denver, CO 80202

Vice President: _____

Address: _____

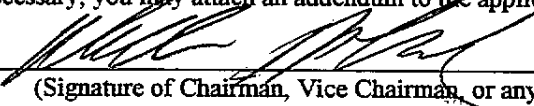
Secretary: Ronald S. Van Heesch

Address: 1515 Arapahoe St., Tower 1, Suite 600
Denver, CO 80202

Treasurer: Ronald S. Van Heesch

Address: 1515 Arapahoe St., Tower 1, Suite 600
Denver, CO 80202

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. William McLeod, President & Chairman
(Typed or printed name and capacity of person signing application)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

TERRA FUNDING, INC.
(COLORADO CORPORATION)

FILE # 19881028782 WAS FILED IN THIS OFFICE ON April 08, 1988
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: January 09, 1998

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Victoria Buckley

SECRETARY OF STATE