F99000000637

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 120516 7100270

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : February 2, 1999

ORDER TIME : 11:56 AM

ORDER NO. : 120516-005

500002762265--8

CUSTOMER NO: 7100270

CUSTOMER: Linda O'neal, Legal Assistant
Jacobs Chase Frick Kleinkopf &
Suite 1500
1050 17th Street
Denver, CO 80265

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FOREIGN FILINGS

NAME: INTRAWEST U.S. HOLDINGS INC.

XXXX QUALIFICATION (TYPE: CO)

mtn

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

RECEIVED
99 FEB -2 PM 12:53
DIVISION OF CORPORATION

CONTACT PERSON: Robert Maxwell

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. Intrawest U.S. Holdings 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
(State or country under the law of which it is incorporated)

3. 91-1616891
(FEI number, if applicable)

4. October 14, 1993
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. P.O. Box 3786, 325 Lake Dillon Drive
Dillon, Colorado 80435
(Current mailing address)

8. any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

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.

Corporation Service Company

By: Laura R. Duff
(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: See Exhibit A attached hereto for a complete list of directors

Address: ______________________

Vice Chairman: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

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

President: See Exhibit B attached hereto for a complete list of officers

Address: ______________________

Vice President: ______________________

Address: ______________________

Secretary: ______________________

Address: ______________________

Treasurer: ______________________

Address: ______________________

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

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

14. David A. Hill, Vice President
(Typed or printed name and capacity of person signing application)

Exhibit A

(Attached to and forming a part of
the Application by Foreign Corporation for Authorization
to Transact Business in Florida
of Intrawest U.S. Holdings Inc.
dated January ____, 1999)

List of Directors

Director	Gary L. Raymond	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Director	David A. Hill	325 Lake Dillon Drive Dillon, Colorado 80435
Director	Roger McCarthy	Route 94 Vernon, New Jersey 07428

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Exhibit B

(Attached to and forming a part of
the Application by Foreign Corporation for Authorization
to Transact Business in Florida
of Intrawest U.S. Holdings Inc.
dated January ___, 1999)

List of Officers

President	Joe S. Houssian	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Exec Vice	Daniel O. Jarvis	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Vice Pres	Gary L. Raymond	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Vice Pres	John E. Currie	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Vice Pres	David A. Hill	325 Lake Dillon Drive Dillon, Colorado 80435
Secy	Ross J. Meacher	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Controller	David C. Blaiklock	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTRAWEST U.S. HOLDINGS 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 FOURTEENTH DAY OF JANUARY, A.D. 1999.

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9522745

DATE: 01-14-99