



# MO1000001936

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REFERENCE : 442612 7100269

AUTHORIZATION :

COST LIMIT : \$ 125.00

*Patent Project*

ORDER DATE : August 23, 2001

ORDER TIME : 10:0 AM

ORDER NO. : 442612-005

CUSTOMER NO: 7100269

CUSTOMER: Jody Ellis, Legal Asst  
Holland & Hart  
Suite 3200  
555 Seventeenth Street  
Denver, CO 80202

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FOREIGN FILINGS

NAME: ASGARDHEALTH MANAGEMENT OF  
DENVER, LLC

XXXX QUALIFICATION (TYPE: LL)

100004554981-1-7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER:

*WB*  
*8-24-01*

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AND  
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SECRETARY OF STATE  
TALLAHESSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. AsgardHealth Management of Denver, LLC  
(Name of foreign limited liability company)
2. Colorado  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 84-1595163  
(FEI number, if applicable)
4. June 8, 2001  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 950 South Cherry Street, Suite 300  
Denver, Colorado 80246  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Dr. Ken Weiner 950 South Cherry Street, Suite 300, Denver, CO 80246

Bradford S. Lovette 431 Seabreeze Avenue, Palm Beach, FL 33480

Dennis J. Burmack Canadian Woods Enterprises, LLC, 59 West Canadian

Woods Road, Manalapan, NJ 07726

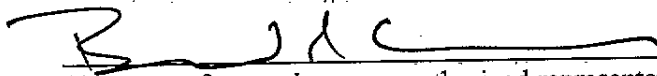
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TALLAHASSEE, FLORIDA

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: See EXHIBIT A

attached hereto and incorporated herein by reference

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Bradford S. Lovette

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Asgardhealth Management of Denver, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**EXHIBIT A**

**Nature of Business or Purposes to be  
Conducted or Promoted in Florida**

a. Permitted Business. The business of the Company shall be:

i. To establish entities and supervise the business operations of such entities, and to provide executive, financial and strategic management services to such entities, and to provide eating disorder treatment facilities and program in Colorado, and specifically, one or more partial hospitalization/day treatment programs, outpatient programs and in patient residential programs as determined by the Managers in their sole discretion shall be advisable;

ii. To acquire, improve, own, lease, operate and dispose of real and personal property necessary and in furtherance of the Company's business, as described in subparagraph (a) above.

iii. To exercise all other powers necessary to or reasonably connected with the Company's business, as described herein, which may be legally exercised by limited liability companies under the Act.

iv. To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

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APPROPRIATE  
AND  
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# STATE OF COLORADO

## DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,  
hereby certify that, according to the records of this office,

ASGARDHEALTH MANAGEMENT OF DENVER, LLC  
(Colorado LIMITED LIABILITY COMPANY )  
File # 20011121495

was filed in this office on June 18, 2001 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: August 6, 2001

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SECRETARY OF STATE  
FALLS CHASSEE, FLORIDA

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**For Validation:**

Certificate ID: **503160**

To validate this certificate, visit the following  
web site, enter this certificate ID, then follow the  
instructions displayed.

[www.sos.state.co.us/ValidateCertificate](http://www.sos.state.co.us/ValidateCertificate)

*Donetta Davidson*  
SECRETARY OF STATE