

B02000000254

ACCOUNT NO. : 072100000032
REFERENCE : 668084 170123A
AUTHORIZATION : *Patricia Pujato*
COST LIMIT : \$ 1793.75

ORDER DATE : July 17, 2002

ORDER TIME : 10:28 AM

ORDER NO. : 668084-010

CUSTOMER NO: 170123A

400006487054--2

CUSTOMER: Ms. Lee Shepka
Mallgren & Ferrell, P.c.
200 Spruce Street
Suite 200
Denver, CO 80230-7099

FOREIGN FILINGS

NAME: SMI REALTY, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

RECEIVED
02 JUL 18 AM 11:40
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 18 PM 2:27

W 7/18

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. SMI Realty, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Colorado 4. 11/3/99
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

1 LPH
(Agent must sign on this line)

8. Andrew S. Miller

200 Spruce Street, Suite 200, Denver, CO 80230
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>SMI Asset Management, LLC</u>	<u>200 Spruce Street, Suite 200</u>
<u>M027874</u>	<u>Denver, CO 80230</u>

10. Sevo Miller, Inc., 200 Spruce Street, Suite 200, Denver, CO 80230
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. c/o Sevo Miller, Inc., 200 Spruce Street, Suite 200, Denver, CO 80230

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 11 day of July, 2002.

SMI Asset Management, LLC


General Partner

By: John M. Sevo, Manager

STATE OF Colorado

COUNTY OF Denver

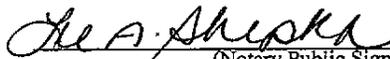
On this 11 day of July, 2002.

John M. Sevo, Manager of SMI Asset Management, LLC, personally appeared before me

who is personally known to me

whose identity I proved on the basis of _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUL 18 PM 2:27



(Notary Public Signature)

Lee A. Shepka

(Notary's Printed Name)

Seal

My Commission Expires: 10-27-02

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared John M. Sevo, Manager of SMI Asset Management, LLC,
a general partner of SMI Realty, L.P., a (an) Colorado
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 21,702,623
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7,879,300.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 11 day of July, 2002

SMI Asset Management, LLC



General Partner

By: John M. Sevo, Manager

STATE OF Colorado

COUNTY OF Denver

On this 11 day of July, 2002

John M. Sevo, Manager of SMI Asset Management, LLC, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Lee A. Shepka
(Notary Public Signature)

Lee A. Shepka
(Notary's Printed Name)

Seal My Commission Expires: 10-27-02

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 18 PM 2:27



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,

SMI REALTY, L.P.
(COLORADO LIMITED PARTNERSHIP)

FILED A CERTIFICATE OF LIMITED PARTNERSHIP ON November 03, 1999.

I FURTHER CERTIFY THAT OUR RECORDS INDICATE THAT A
CERTIFICATE OF CANCELLATION HAS NOT BEEN FILED.

DATED: July 09, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 18 PM 2:27

Donetta Davidson

SECRETARY OF STATE