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Sonnenschein
SONNENSCHN NATH & ROSENTHAL

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Los Angeles
New York
San Francisco
St. Louis
Washington, D.C.

May 2, 2001

VIA U.S. MAIL

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100004140341--0
-05/08/01--01017--001
*****78.75 *****78.75

Re: Chess Properties, Inc.

Dear Sir/Madam:

Enclosed for filing with your offices for and on behalf of the above-referenced company are the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida with addendum (in duplicate);
2. Certificate of Good Standing from the State of Delaware; and
3. Our firm's check no. 715084 in the amount of \$78.75 for necessary fees.

Please file the application and return a Certified Copy to my attention in the enclosed envelope. Should you have any questions regarding this matter, please feel free to call. Thank you for your attention to this matter.

Sincerely,

SONNENSCHN NATH & ROSENTHAL

By:

Susan Barker

Susan C. Barker
Paralegal

Enclosures

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FBI

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**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.*

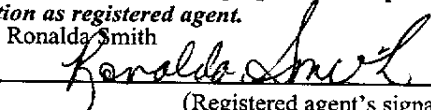
1. Chess Properties, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-4432567
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 22, 20001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2610 Ivanhoe
Denver, Colorado 80207
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized.
(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: Ronalda Smith
- Office Address: 8090 Atlantic Blvd #B224
Jacksonville, Florida, 32211
(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.

Ronalda Smith



(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: Chester D. Burnett

Address: 2610 Ivanhoe

Denver, Colorado 80207

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Chester D. Burnett

Address: 2610 Ivanhoe

Denver, Colorado 80207

Vice President: _____

Address: _____

Secretary: Chester D. Burnett

Address: 2610 Ivanhoe

Denver, Colorado 80207

Treasurer: _____

Address: _____

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. Steven L. Rist, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

Chess Properties, Inc.

Addendum

B. Officers

Assistant Secretary: Steven L. Rist

Address: Sonnenschein Nath & Rosenthal
4520 Main Street, Suite 1100
Kansas City, MO 64111

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHESS PROPERTIES, 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 THIRD DAY OF APRIL, A.D. 2001.

FILED
01 MAY -7 2 1:44
HARRIS



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1061371

010143068

DATE: 04-03-01