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CT CORPORATION SYSTEM

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TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Newman Financial Services, Inc.

d/b/a Newman Financial Services Inc. of Colorado

800004514228--0
-08/03/01--01026--012
*****70.00 *****70.00

(X) Profit () Nonprofit	() Amendment	() Merger
(X) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
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NEWMAN FINANCIAL SERVICES, INC.

CERTIFIED COPY OF RESOLUTIONS OF BOARD OF DIRECTORS

WE, THE UNDERSIGNED, being the President and Assistant Secretary of Newman Financial Services, Inc., a Colorado corporation (the "Corporation"), do hereby certify that the following is a true, complete and correct copy of resolutions adopted by the Board of Directors, by Unanimous Written Consent on July 17, 2001, and which resolutions have not been rescinded or modified:

RESOLVED, that the Corporation hereby adopts the name of "Newman Financial Services Inc. of Colorado" for use in the State of Florida for all purposes;

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the Corporation to do business within the State of Florida under the name of "Newman Financial Services Inc. of Colorado";

RESOLVED FURTHER, that all activities and business of the Corporation within the State of Florida be carried on under the name of "Newman Financial Services, Inc. of Colorado";

RESOLVED FURTHER, that this Written Consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together constitute one and the same instrument. It is agreed that a telefaxed signature of any party thereto may be accepted as a binding signature by the other parties for purposes of this Written Consent.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of said Corporation, on this the 27th day of July, 2001.

NEWMAN FINANCIAL SERVICES, INC.

Scot B. Barker, President

D. Cheung

David Cheung, Assistant Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Newman Financial Services, 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
(State or country under the law of which it is incorporated)

3. 84-0916496
(FEI number, if applicable)

4. June 17, 1983
(Date of incorporation)

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

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1801 California Street, Suite 3700
Denver, CO 80202
(Current mailing address)

8. Real estate and investment services
(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)

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.

C T Corporation System
Ann J. Williams
(Registered agent's signature)

ANN J. WILLIAMS
Assistant Vice President

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 ATTACMENT

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Scot B. Barker

Address: 1801 California Street, Suite 3700, Denver, CO 80202

Vice President: David Cheung

Address: 1801 California Street, Suite 3700, Denver, CO 80202

Secretary: Elizabeth Kim

Address: 200 Witmer Road, Horsham, PA 19044

Treasurer: Robert L. Watts

Address: 1801 California Street, Suite 3700, Denver, CO 80202

SEE ATTACMENT FOR ADDITIONAL OFFICERS

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

13. D. Cheung

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

14. David Cheung, Vice President

(Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

NEWMAN FINANCIAL SERVICES, INC. doing business as "NEWMAN FINANCIAL SERVICES, INC. OF COLORADO"

Directors	Business Address
Scot B. Barker	1801 California St., Suite 3700, Denver, CO 80202-2668
David E. Creamer	200 Witmer Road, Horsham, PA 19044-8015
Robert D. Feller	200 Witmer Road, Horsham, PA 19044-8015
Charles E. Dunleavy, Jr.	200 Witmer Road, Horsham, PA 19044-8015
David C. Smith	1801 California St., Suite 3700, Denver, CO 80202-2668

Officers (Cont'd):

David C. Smith, Exec. Vice Pres. and Managing Dir.	1801 California St., Suite 3700, Denver, CO 80202-2668
Lawrence H. Dale, Sr. Vice Pres. and Managing Dir.	1801 California St., Suite 3700, Denver, CO 80202-2668
Helen M. Gair, Sr. Vice Pres. and Managing Dir.	1801 California St., Suite 3700, Denver, CO 80202-2668
Bradley B. James, Sr. Vice Pres. and Managing Dir.	1801 California St., Suite 3700, Denver, CO 80202-2668
Hal G. Kuykendall, Sr. Vice Pres. and Managing Dir.	402 W. Broadway, Suite 400, San Diego, CA 92101
Jay Rollins, Sr. Vice Pres. and Managing Dir.	1801 California St., Suite 3700, Denver, CO 80202-2668
Richard M. Sampson, Sr. Vice Pres. and Managing Dir.	904 Manhattan Avenue, Suite 2, Manhattan Beach CA 90266
Edward F. Boze, Sr. Vice Pres.	3475 Lenox Road NE, Suite 400, Atlanta GA 30326
David W. Curtiss, Sr. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Mark W. Dean, Sr. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Larry P. Englande, Sr. Vice Pres.	Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 70163
Louis Garday, Sr. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Elisa George, Sr. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
James M. Hahn, Sr. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
John D. McAlister, Sr. Vice Pres.	150 N. Santa Anta Avenue, Suite 300: Arcadia CA 91006
Dan Ray, Sr. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
David S. Rosen, Sr. Vice Pres.	550 California St., 12th Floor, San Francisco, CA 94104
Catherine L. Stilson-Grant, Sr. Vice Pres.	200 Witmer Road, Horsham, PA 19044-8015
Stuart M. Salins, Sr. Vice Pres.	540 Frontage Road, Suite 3300, Northfield IL 60093
Conrad J. Suszynski, Sr. Vice Pres.	540 Frontage Road, Suite 3300, Northfield IL 60093
Timothy R. Zarlengo, Sr. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Kermit S. Billups, Vice Pres.	1801 K Street NW, Suite 201 L, Washington DC 20006
David Cheung, Vice Pres., Assist. Secty., Dir. of Compliance	1801 California St., Suite 3700, Denver, CO 80202-2668
Daniel R. Cohen, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Sharon Core, Vice Pres.	Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 70163
Brian H. Dale, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Thomas J. Gerfin, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Richard Gerwitz, Vice Pres.	904 Manhattan Avenue, Suite 2, Manhattan Beach CA 90266
Thomas E. Gibson, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Susan K. Haeberle, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Mark B. Hattier, Vice Pres.	Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 70163
Michael J. Henderson, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
David Howard, Vice Pres.	550 California St., 12th Floor, San Francisco, CA 94104
Daphne K. Inboden, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Dana E. Jorgenson, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Larry Kligman, Vice Pres.	200 Witmer Road, Horsham, PA 19044-8015
Frederick Koch III, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668John
M. Kuykendall, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Christopher P. Laping, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
David H. Lausa, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Randal S. Luce, Vice Pres.	402 W. Broadway, Suite 400, San Diego, CA 92101
Richard McDonald, Vice Pres.	88 Pine Street, 18th Floor, New York, NY 10005
Greg McManus, Vice Pres.	200 Witmer Road, Horsham, PA 19044-8015
Steven Mickelson, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668

NEWMAN FINANCIAL SERVICES, INC. doing business as "NEWMAN FINANCIAL SERVICES, INC. OF COLORADO"

Officers	Business Address
Merri D. Morgan, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Susan M. Murray, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
James O. Myers, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Nancy H. Parks, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Mark L. Persichetti, Vice Pres.	200 Witmer Road, Horsham, PA 19044-8015
Gene E. Persinger, Vice Pres. and Assist.Sec.	1801 California St., Suite 3700, Denver, CO 80202-2668
Dan Ray, Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Michael Sears, Vice Pres.	1801 K Street NW, Suite 201 L, Washington DC 20006
James T. Smith, Vice Pres.	30332 Kildeer Lane City, Big Pine Key FL 33043
Erin Tuohy, Vice Pres.	904 Manhattan Avenue, Suite 2, Manhattan Beach CA 90266
Robert L. Watts, Vice Pres., Controller & Assist.Sec.	1801 California St., Suite 3700, Denver, CO 80202-2668
Patti Unti, Vice Pres.	540 Frontage Road, Suite 3300, Northfield IL 60093
Maria Corpora-Buck, Assist. Secty	200 Witmer Road, Horsham, PA 19044-8015
Martha L. Armstrong, Assist. Vice Pres.	200 Witmer Road, Horsham, PA 19044-8015
Richard Armstrong, Assist. Vice Pres.	Innsbrook Centre, Suite 220, 4551 Cox Road, Glen Allen, VA 23060
Paul Battersby, Jr., Assist. Vice Pres.	200 Witmer Road, Horsham, PA 19044-8015
Stephanie Carroll, Assist. Vice Pres.	Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 7016
Kent Davis, Assist. Vice Pres.	150 N. Santa Anna Avenue, Suite 300, Arcadia, CA 91006
Greg Goldberg, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Jessica L. Hartgrave, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Deborah L. Jonas, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Cyrene R. Lamkin, Assist. Vice Pres.	Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 70163
Robert M. Lumley, Assist. Vice Pres.	Innsbrook Centre, Suite 220, 4551 Cox Road, Glen Allen, VA 23060
Robert Mackenzie, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Robert W. McIntire, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Kathy Mehlmann, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Scott Moore, Assist. Vice Pres.	Innsbrook Centre, Suite 220, 4551 Cox Road, Glen Allen, VA 23060
William Nash, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
James F. Parsley, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Donna Radogna, Assist. Vice Pres.	Innsbrook Centre, Suite 220, 4551 Cox Road, Glen Allen, VA 23060
Frederic Soulie, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Maren Steinberg, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Jaynell Trent, Assist. Vice Pres.	Innsbrook Centre, Suite 220, 4551 Cox Road, Glen Allen, VA 23060
Andrew T. Walvoord, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
John J. Wong, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Karen S. Eisenman, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Jessica L. Hartgrave, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
Judy W. Wessler, Assist. Vice Pres.	1801 California St., Suite 3700, Denver, CO 80202-2668
R. Kent Erickson, Assist. Secty.	1801 California St., Suite 3700, Denver, CO 80202-2668
Robin L. Litwa, Counsel	200 Witmer Road, Horsham, PA 19044-8015

STATE OF COLORADO

DEPARTMENT OF STATE

CERTIFICATE

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01 AUG -3 PM 12: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

NEWMAN FINANCIAL SERVICES, INC.
(COLORADO CORPORATION)

FILE # 19871527055 WAS FILED IN THIS OFFICE ON June 17, 1983 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: July 26, 2001

Donetta Davidson

SECRETARY OF STATE