



# F02000001134

ACCOUNT NO. : 072100000032

REFERENCE : 424699 4305845

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 78.75

ORDER DATE : March 1, 2002

ORDER TIME : 11:44 AM

ORDER NO. : 424699-015

CUSTOMER NO: 4305845

CUSTOMER: Mr. Lucas Francis  
Willkie Farr & Gallagher  
787 Seventh Avenue

New York, NY 10019-6099

800005043698--1

FOREIGN FILINGS

NAME: ELDORADO ACQUISITION ONE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: \_\_\_\_\_

FILED  
02 MAR -5 1PM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
02 MAR -5 PM 12:07  
DIVISION OF CORPORATION

BK

**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. Eldorado Acquisition One, 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 natural person or partnership if not so contained in the name at present.)
2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 22, 2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1025 Eldorado Boulevard, Broomfield, CO 80021  
(Principal office address)  
1025 Eldorado Boulevard, Broomfield, CO 80021  
(Current mailing address)  
Any lawful business which the corporation is incorporated to perform under the Delaware General Corporation Law including software distribution and related  
8. businesses  
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (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

Grant D. Barber

(Registered agent's signature) Grant D. Barber, Authorized Agent

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. Neil J. Eckstein, Vice President and Assistant Secretary

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

**OFFICERS/DIRECTORS RIDER****OFFICERS**

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<b>Name</b>	<b>Title</b>	<b>Residence Address</b>	<b>Business Address</b>
R. Douglas Bradbury	President	8061 Bellflower Court Niwot, CO 80503	1025 Eldorado Boulevard Broomfield, CO 80021
Kevin F. Bostick	Vice President and Treasurer	1499 Blake Street, #4G Denver, CO 80202	1025 Eldorado Boulevard Broomfield, CO 80021
Sureel A. Choksi	Group Vice President and Chief Financial Officer	1441 Wazee Street, #503 Denver, CO 80202	1025 Eldorado Boulevard Broomfield, CO 80021
Thomas C. Stortz	Group Vice President and Secretary	2450 East Alameda Avenue, #13 Denver, CO 80209	1025 Eldorado Boulevard Broomfield, CO 80021
Robert M. Yates	Vice President and Assistant Secretary	3820 Cloverleaf Drive Boulder, CO 80304	1025 Eldorado Boulevard Broomfield, CO 80021
Neil J. Eckstein	Vice President and Assistant Secretary	5696 Pennsylvania Place Boulder, CO 80303	1025 Eldorado Boulevard Broomfield, CO 80021
Eric J. Mortensen	Vice President and Controller	822 Trail Ridge Drive Louisville, CO 80027	1025 Eldorado Boulevard Broomfield, CO 80021
Brian Hedlund	Assistant Secretary	7211 Longview Drive Niwot, CO 80503	1025 Eldorado Boulevard Broomfield, CO 80021

**DIRECTORS**

<b>Name</b>	<b>Title</b>	<b>Residence Address</b>	<b>Business Address</b>
Neil J. Eckstein	Director	5696 Pennsylvania Place Boulder, CO 80303	1025 Eldorado Boulevard Broomfield, CO 80021
Robert M. Yates	Director	3820 Cloverleaf Drive Boulder, CO 80304	1025 Eldorado Boulevard Broomfield, CO 80021

# Delaware

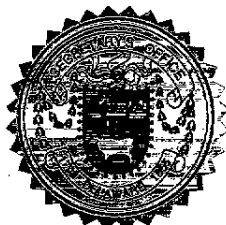
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELDORADO ACQUISITION ONE, 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 FOURTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
02 MAR -5 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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020143111

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1642362

DATE: 03-04-02