

F03000002156

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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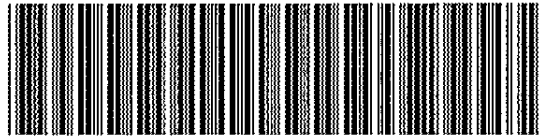
(Business Entity Name)

(Document Number)

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 074008 4332362

AUTHORIZATION : *Patricia Hyatt*

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 2003

ORDER TIME : 10:48 AM

ORDER NO. : 074008-005

CUSTOMER NO: 4332362

CUSTOMER: Mr. Mark A. Phelps
Brownstein Hyatt & Farber,
Suite 2200
410 17th Street
Denver, CO 80202

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SERIALS SECTION
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BEL-FRAN US INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 1149

EXAMINER: _____

**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. Bel-Fran US 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. Nevada

(State or country under the law of which it is incorporated)

3. 88-0288139

(FEI number, if applicable)

4. May 8, 1992

(Date of incorporation)

5. perpetual

(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. 1177 West Hastings Street, Suite 2000, Vancouver, B.C. V6E 2K3

(Principal office address)

1177 West Hastings Street, Suite 2000, Vancouver, B.C. V6E 2K3

(Current mailing address)

8. Real Estate Investment

(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)

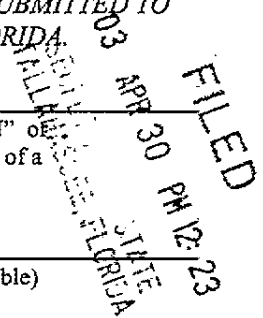
10. Registered agent's acceptance:

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

[Signature]
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

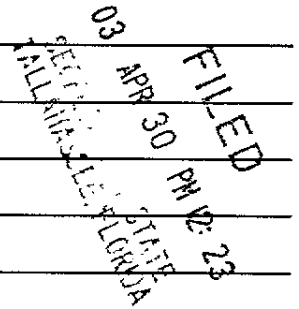
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

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

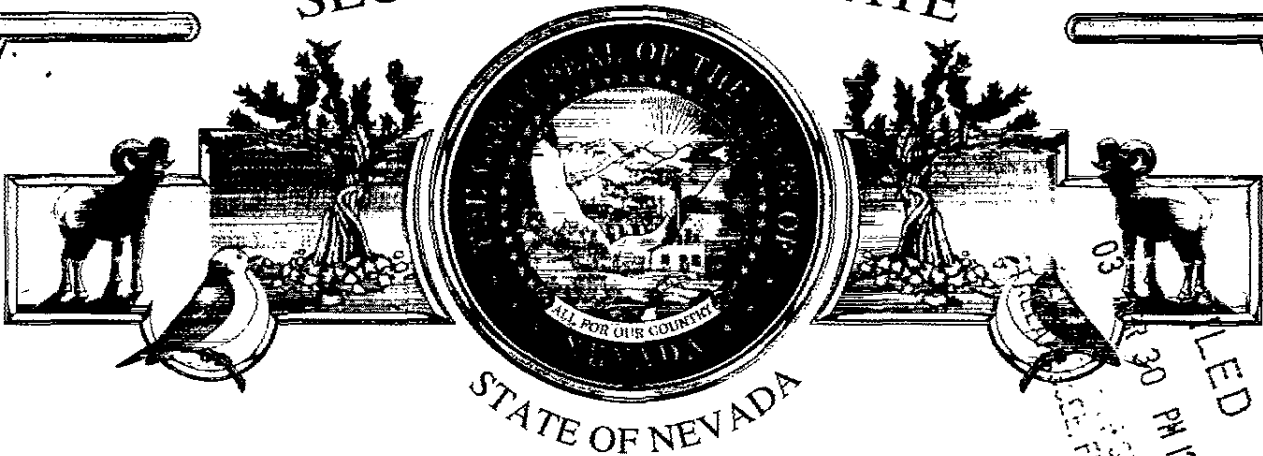
14. Marilyn Selman, Secretary

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



Directors:	Business Address:
Samuel Belzberg	c/o Gibralt Capital Corporation 1177 West Hastings Street, Suite 2000 Vancouver, B.C. V6E 2K3
Wendy Belzberg	c/o Gibralt Capital Corporation 1177 West Hastings Street, Suite 2000 Vancouver, B.C. V6E 2K3
Lisa Belzberg	c/o Gibralt Capital Corporation 1177 West Hastings Street, Suite 2000 Vancouver, B.C. V6E 2K3
Officers:	Business Address:
Samuel Belzberg, President	c/o Gibralt Capital Corporation 1177 West Hastings Street, Suite 2000 Vancouver, B.C. V6E 2K3
Johnny Ciampi, Vice President and Treasurer	c/o Gibralt Capital Corporation 1177 West Hastings Street, Suite 2000 Vancouver, B.C. V6E 2K3
Marilyn Selman, Secretary	c/o Gibralt Capital Corporation 1177 West Hastings Street, Suite 2000 Vancouver, B.C. V6E 2K3

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BEL-FRAN US INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 8, 1992, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on April 16, 2003.



DEAN HELLER
Secretary of State

By

Certification Clerk