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CLERK OF STATE
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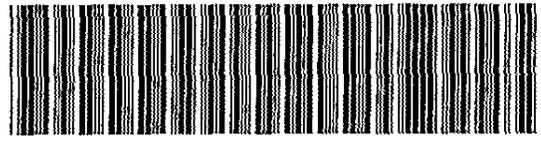
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Watermark Financial Partners, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sharon Sherman
(Name of Person)
Watermark Financial Partners, Inc.
(Firm/Company)
4582 South Ulster Street, Suite 300
(Address)
Denver, CO 80237
(City/State and Zip code)

For further information concerning this matter, please call:

Sharon Sherman at (303) 220-9772
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

RECEIVED - 4 AM 9: 2: DEPARTMENT OF STATE TALLAHASSEE, FLORIDA

1. Watermark Financial Partners, 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. 84-1416974

(FEI number, if applicable)

4. 7-14-97

(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. 4582 South Ulster Street, Suite 300, Denver, CO 80237

(Principal office address)

4582 South Ulster Street, Suite 300, Denver, CO 80237

(Current mailing address)

8. Please see attached.

(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: Florida Filing & Search Services, Inc.

Office Address: 1333 North Duval Street

Tallahassee, Florida 32302

(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.

[Handwritten 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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Sharon Sherman

Address: 4582 South Ulster Street, Suite 300

Denver, CO 80237

Director: _____

Address: _____

B. OFFICERS

President: Sharon Sherman

Address: 4582 South Ulster Street, Suite 300

Denver, CO 80237

Senior Vice President: Douglas P. Sherman

Address: 4582 South Ulster Street, Suite 300

Denver, CO 80237

Secretary: Brigham A. Coupe

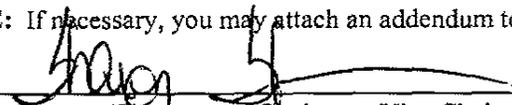
Address: 4582 South Ulster Street, Suite 300, Denver, CO 80237

Treasurer: Brigham A. Coupe

Address: 4582 South Ulster Street, Suite 300, Denver, CO 80237

Please see attached for additional officers.

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. Sharon Sherman, President

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

Watermark Financial Partners, Inc.
Appendix to Florida
Application by Foreign Corporation for Authorization to Transact Business in Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment to Question 12 (B): Officers (continued)

Answer:

Tyler D. Sherman
8116 Fairmount Drive
Denver, CO 80230
303-343-3248/Home
303-220-9772/Business

Vice President

Business Address:
4582 South Ulster St., Suite 300
Denver, CO 80237

Todd D. Sherman
22223 East Arbor Dr.
Aurora, CO 80016
303-400-5339/Home
303-220-9772/Business

Vice President

Business Address:
4582 S. Ulster St., Suite 300
Denver, CO 80237

Tiffany A. Spencer
16801 East Hawaii Drive, Unit F
Aurora, CO 80017
720-747-0684/Home
303-220-9772/Business

Assistant Vice President

Business Address:
4582 South Ulster St., Suite 300
Denver, CO 80237

Kristin J. Zwiezen
20361 Willowbend Lane
Parker, CO 80138
303-840-3004/Home
303-220-9772/Business

Assistant Vice President

Business Address:
4582 South Ulster St., Suite 300
Denver, CO 80237

Tara Long
12568 East Tennessee Circle
Aurora, CO 80012
303-366-6246/Home
303-220-9772/Business

Assistant Vice President

Business Address:
4582 South Ulster St., Suite 300
Denver, CO 80237:

Appendix to Florida
Application by Foreign Corporation for Authorization to Transact Business in Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Purpose Clause of
Watermark Financial Partners, Inc.**

To engage in any lawful act or activity for which corporations may be formed under the Colorado Business Corporation Act.



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STATE OF COLORADO
DEPARTMENT OF STATE
1111 ATLANTIC BLVD. DENVER, CO 80202

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,

WATERMARK FINANCIAL PARTNERS, INC. >>
(Colorado CORPORATION)
File # 19971110691

was filed in this office on July 14, 1997 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.

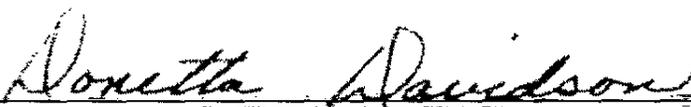
Dated: June 18, 2003

For Validation:

Certificate ID: **677035**

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate


SECRETARY OF STATE