

OCT-25-2004 14:02
Division of Corporations

CT CORPORATION

Page 1 of 1 10/25

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**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. INTRAWEST U.S. COMMERCIAL PROPERTY MANAGEMENT, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

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

3. _____

(FBI number, if applicable)

4. OCTOBER 21, 2004

(Date of incorporation)

5. PERPETUAL

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 221 CORPORATE CIRCLE, SUITE Q, GOLDEN, CO 80401

(Principal office address)

221 CORPORATE CIRCLE, SUITE Q, GOLDEN, CO 80401

(Current mailing address)

8. PROPERTY MANAGEMENT

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

By: Jennifer Quinn

CT Corporation System

(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:

FILED**A. DIRECTORS**

Chairman: _____

2004 OCT 25 A 10:06

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDAVice Chairman: GARY L. RAYMONDAddress: #1400-999 WEST HASTINGS ST.VANCOUVER BC CANADA V6C 2W2Director: DAVID W. BARRYAddress: 221 CORPORATE CIRCLE, SUITE QGOLDEN, CO 80401Director: STEPHEN K. RICEAddress: PO BOX 10, 1 SNOWSHOE DRIVESNOWSHOE, WV 26209**B. OFFICERS**President: PLEASE SEE ATTACHED

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 Director or Officer listed in number 12 of the application)

14. DAVID D. KLEINKOPF, ASST. SECRETARY

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

**OFFICERS OF
INTRAWEST U.S. COMMERCIAL PROPERTY MANAGEMENT, INC.**

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CLERK OF COURT
JULIANNE E. FLORIDA

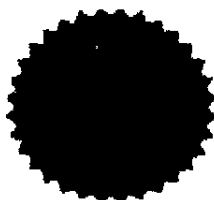
<u>Title</u>	<u>Name and Address</u>
President	Gary L. Raymond #1400-999 West Hastings St. Vancouver, BC CANADA V6C 2W2
Vice President	John E. Currie #800-200 Burrard St. Vancouver, BC CANADA V6C 3L6
Vice President	Stephen K. Rice PO Box 10 1 Snowshoe Drive Snowshoe, WV 26209
Vice President	David W. Barry 221 Corporate Circle, Suite Q Golden, CO 80401
Corporate Secretary	Ross J. Meacher #800-200 Burrard St. Vancouver, BC CANADA V6C 3L6
Assistant Secretary	David D. Kleinkopf 1050 17 th Street, Suite 1500 Denver, CO 80265

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTRAWEST U.S. COMMERCIAL PROPERTY MANAGEMENT, 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 TWENTY-SECOND DAY OF OCTOBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3870994 0300

040762581

AUTHENTICATION: 3428423

DATE: 10-22-04