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CT CORPORATION SYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

NexCore Management Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
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DIVISION OF CORPORATION

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**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. NexCore Management Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "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. 20-1030370

(FEI number, if applicable)

4. April 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. 1621 18th Street, Ste. 250, Denver, Colorado 80202

(Principal office address)

1621 18th Street, Ste. 250, Denver, Colorado 80202

(Current mailing address)

8. Any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and exercise all powers and privileges granted by the General Corporation Law of Delaware or any other law of Delaware or by the certificate of incorporation for NexCore Management Inc., together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

(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.

CT Corporation System

By: Hiedi M. Liesch

(Registered agent's signature)

Hiedi Liesch
Assistant Secretary

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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A. DIRECTORS

Chairman: _____

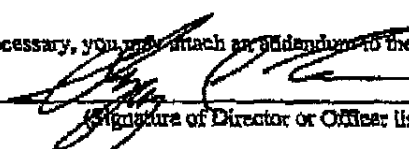
Address: _____

Vice Chairman: _____

Address: _____

Director: Gregory C. VennAddress: 1621 18th Street, Ste. 250Denver, Colorado 80202Director: Robert D. GrossAddress: 1621 18th Street, Ste. 250Denver, Colorado 80202**B. OFFICERS**President: Gregory C. VennAddress: 1621 18th Street, Ste. 250Denver, Colorado 80202Vice President: Robert D. GrossAddress: 1621 18th Street, Ste. 250Denver, Colorado 80202Secretary: Gregory C. VennAddress: 1621 18th Street, Ste. 250, Denver, CO 80202Treasurer: Robert D. GrossAddress: 1621 18th Street, Ste. 250, Denver, CO 80202

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

13.  President
(Signature of Director or Officer listed in number 12 of the application)14. Gregory C. Venn, President
(Typed or printed name and capacity of person signing application)05 JUN 22 AM 8:42
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CLERK OF DISTRICT COURT
JANUARY 2006
TALLAHASSEE, FLORIDA

FROM CORPORATION TRUST WILM TEAM #2

(TUE) 6. 21. '05 15:13/ST. 15:12/NO. 4863796993 P 4

Delaware

PAGE 1

The First State

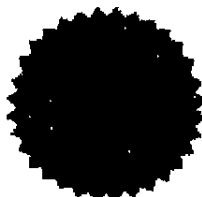
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXCORE MANAGEMENT INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEXCORE MANAGEMENT INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3793261 8300

AUTHENTICATION: 3966335

050516360

DATE: 06-21-05