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FILED
99 OCT 27 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 433083 7106782

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pigott

ORDER DATE : October 25, 1999

000003026450--1

ORDER TIME : 11:22 AM

ORDER NO. : 433083-130

CUSTOMER NO: 7106782

CUSTOMER: Ms. Helene Burwell
Capital Associates
Suite 4000
7175 West Jefferson Avenue
Lakewood, CO 80235

FOREIGN FILINGS

NAME: CAI PARTNERS MANAGEMENT
COMPANY

XX PROFIT
XXXX WITHDRAWAL/CANCELLATION

XX CORPORATE

RECEIVED
99 OCT 27 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

C. COULLIETTE OCT 27 1999

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

CAI Partners Management Company
(Name of Corporation)

Colorado
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

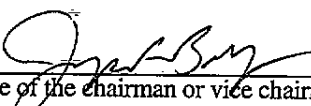
ATTN: Tax Dept 7175 W Jefferson Ave., Ste 4000
(Mailing Address)

Lakewood, CO 80235

(City/ State /Zip)

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TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board, president, or any officer. Vice President
Title

Joseph F. Bukofski

Typed or printed name

10-14-99
Date