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C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-8298
City State Zip Phone

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02/16/95--01085--001
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CORPORATION(S) NAME

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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. U S WEST Real Estate, Inc.
(Name of corporation must include the word "INCORPORATED," "COMPANY," or "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. October 11, 1983 4. Perpetual
(Date of Incorporation) (Duration)

5. 84-0923596
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 7800 East Orchard Road, #480, Englewood, Colorado 80111
(Current mailing address)

Owner of real estate development projects and holder of loans secured by
8. certain real estate projects.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and directors.)

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10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

C T Corporation System

Registered agent's signature: Marcia J. Sunahara

(Officer)

MARCIA J. SUNAHARA, Asst. V P

(Typed Name and Title of Officer)

12. 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.

13. Steven R. Carlson

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Steven R. Carlson, Vice President

(Name and capacity of person signing application)

02/10/1995

James M. Osterhoff
Primary : 7800 East Orchard Road
Address : Suite 200
Englewood, Colorado 80111

Richard A. Post Director
Primary : 6200 South Quebec Street
Address : Suite 350
Englewood, Colorado 80111

Richard A. Post
Primary : 6200 South Quebec Street
Address : Suite 350
Englewood, Colorado 80111

Stewart A. Loewenstein Vice President & Assistant Secretary
Primary : 6200 South Quebec Street
Address : Suite 350
Englewood, Colorado 80111

Steven R. Carlson
Vice President, Controller and
Assistant Secretary
Primary : 6200 South Quebec Street
Address : Suite 350
Englewood, Colorado 80111

Glenda M. Hajar
Primary : 7800 East Orchard Road
Address : Suite 480
Englewood, Colorado 80111

Assistant Secretary

Barbara M. Japha
Primary : 7800 East Orchard Road
Address : Suite 480
Englewood, Colorado 80111

Christopher J. Marsico
Primary : 6200 South Quebec
Address : Suite 350
Englewood, Colorado 80111

Vice President & Treasurer

Terry K. Stephens
Primary : 7800 East Orchard Road
Address : Suite 480
Englewood, Colorado 80111

Assistant Secretary

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

U S WEST REAL ESTATE, INC.
(COLORADO CORPORATION)

file # 871541680 was filed in this office on OCTOBER 11, 1983,
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.

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DIVISION OF CORPORATIONS
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Dated: JANUARY 26, 1995

Victoria Buckley

SECRETARY OF STATE