

F9500000904

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C T CORPORATION SYSTEM
Acquirer's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-0290
City State Zip Phone

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CORPORATION(S) NAME

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Names |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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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. J. C. Pace Holding Company
(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. Nevada
(State or country under the law of which it is incorporated)
3. December 5, 1991 4. Perpetual
(Date of Incorporation) (Duration)
5. 75-2404520
(Federal Employer Identification number, if applicable)
6. March 2, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 500 Throckmorton, Suite 2808, Fort Worth, Texas 76102
(Current mailing address)
8. Act as General Partner of various limited partnerships
(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: _____

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/or directors.)

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.

Registered agent's signature: _____

C T Corporation System

(Officer)

Daniel R. Glatz, Assistant Vice President

(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. _____

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

14. David Sykes, Vice President

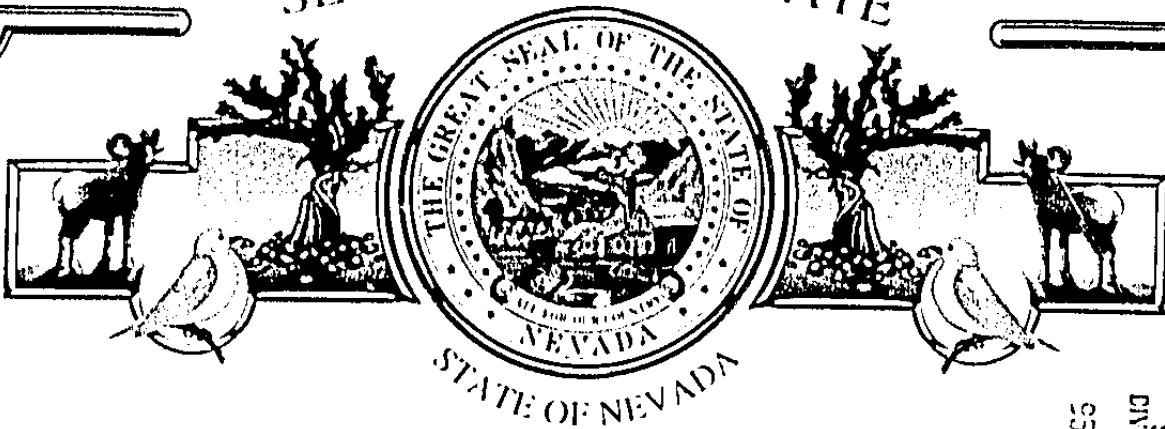
(Name and capacity of person signing application)

NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS
J. C. PACE HOLDING COMPANY

<u>Name</u>	<u>Office</u>	<u>Address</u>
Gary Pace	Chairman of Board and Director	500 Throckmorton, St. 2808 Fort Worth, TX 76102
Joe K. Pace	President and Director	" "
Margaret Sykes	First Vice President and Director	" "
David Sykes	Vice President, Secretary-Treasurer	" "
Tom L. Burgett	Vice President	4955 Paris Street Denver, CO 80239
Donald E. Leeman	Assist. Secretary/ Treasurer	" "
Harold D. Wyatt	Assist. Secretary/ Treasurer	500 Throckmorton, St. 2808 Fort Worth, Texas 76102

SECRET
 DIVISION
 25 FEB 23 PM 1:00

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, J.C. PACE HOLDING COMPANY is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 15th day of February, 1995.

Dean Heller

Secretary of State

By

Victor Jensen

Certification Clerk

SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 FEB 23 PM 1:00