



THE UNITED STATES
CORPORATION
COMPANY

F9 80000002411

ACCOUNT NO. : 072100000032

REFERENCE : 797134 4332362

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 131.25

ORDER DATE : April 27, 1998

ORDER TIME : 10:30 AM

ORDER NO. : 797134-025

CUSTOMER NO: 4332362

300002503083--1

CUSTOMER: Jean Harrison, Paralegal
Brownstein Hyatt Farber &
410 17th Street, 22nd Floor

Denver, CO 80202

FOREIGN FILINGS

NAME: AP/APMC-GP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

9/24/28
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 12:44

RECEIVED
98 APR 28 AM 11:22
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

AP/APMC-GP, Inc.

1. AP/APMC-GP, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Delaware 3. 52-2067626
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 30, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not yet commenced. On or about May 1, 1998.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. c/o American Property Management Corporation, 2929 Coors Blvd., NW, Suite 300
Albuquerque, NM 87120
(Current mailing address)

8. All lawful purposes.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: X/Kent P. [Signature]
(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 addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael Gallegos

Address: 2929 Coors Blvd., NW, Suite 310, Albuquerque, NM 87120

Director: Alfred C. Trivilino

Address: 1301 Avenue of the Americas, 38th FL, New York, NY 10019

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Michael Gallegos

Address: same as above

Vice President: _____

Address: _____

Secretary: Alfred C. Trivilino


Address: Same as above

Treasurer: _____

Address: same as above

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DIVISION OF CORPORATIONS
98 APR 28 PM 12:41

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

13. By: 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)
Michael Gallegos, resident

14. Michael Gallegos as President

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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AP/APMC-GP, 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-SEVENTH DAY OF APRIL, A.D. 1998.

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 12:44

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9047553
04-27-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: