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ACCOUNT NO. : 072100000032

REFERENCE : 275165 4312639

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : June 15, 1999

ORDER TIME : 9:29 AM

ORDER NO. : 275165-025

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh  
Skadden Arps Slate Meagher &

Po Box 636  
Wilmington, DE 19899

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FOREIGN FILINGS

500002906175--6

NAME: COMMERCIAL ASSETS, 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

AL JUN 17 1999

CONTACT PERSON: Mimi Stephens

File 2<sup>nd</sup>

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TALLAHASSEE, FLORIDA

# 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. Commercial Assets, 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

(State or country under the law of which it is incorporated)

3. 84-1501789  
(FEI number, if applicable)

4. March 11, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 3410 S. Galena, Suite 210

Denver, CO 80231

(Current mailing address)

8. any lawful act or activity for which a corporation may be organized  
(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

Carol K. Dolor

(Registered agent's signature) (Officer)

Carol K. Dolor - Asst. V.P.

(Type Name and Title of Officer)

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: *see attached*

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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

13. David M. Becker  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David M. Becker, Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

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**Attachment A**

**Commercial Assets, Inc.**

**Officers:**

Terry Considine  
Chairman and Chief Executive Officer

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Thomas L. Rhodes  
Vice Chairman

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Bruce E. Moore  
President and Chief Operating Officer

3410 S. Galena Street, Suite 210  
Denver, CO 80231

David M. Becker  
Vice President, Chief Financial Officer, Secretary  
and Treasurer

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Diane Schott Armstrong  
Assistant Vice President and Controller

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Lorri J. Owen  
Assistant Secretary

3410 S. Galena Street, Suite 210  
Denver, CO 80231

**Directors:**

Terry Considine

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Thomas L. Rhodes

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Raymond T. Baker

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Bruce D. Benson

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Thomas C. Fries

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Donald L. Kortz

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Robert J. Malone

3410 S. Galena Street, Suite 210  
Denver, CO 80231

Bruce E. Moore

3410 S. Galena Street, Suite 210  
Denver, CO 80231

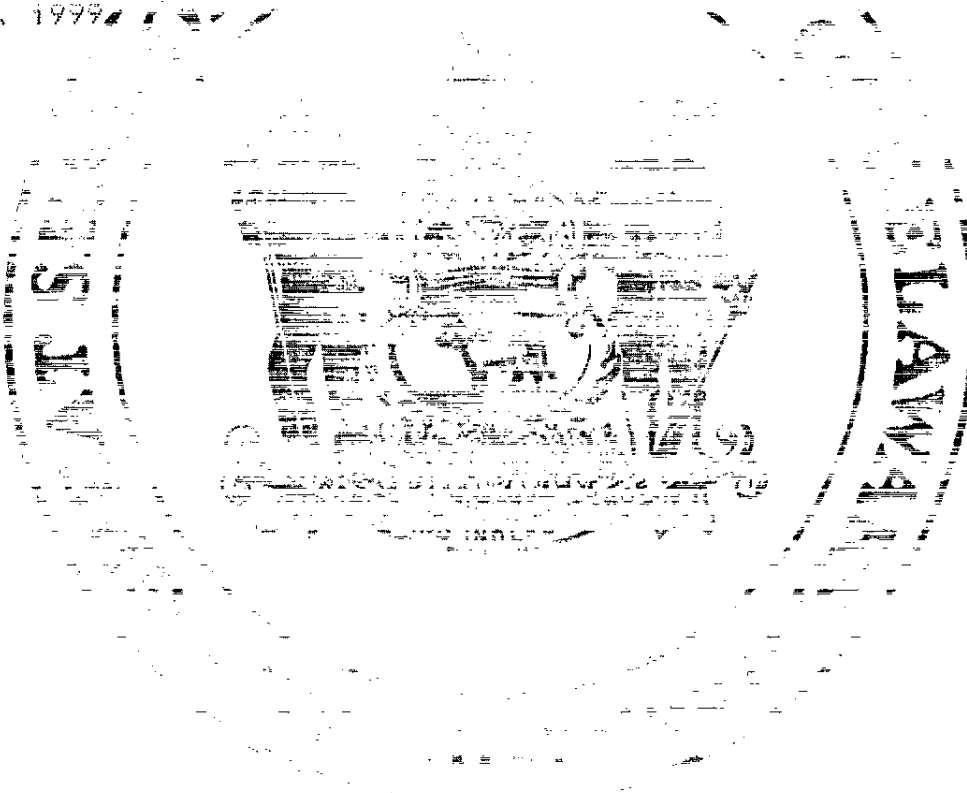
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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMMERCIAL ASSETS, 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 FIFTEENTH DAY OF JUNE, A.D. 1999.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

9805290

DATE:

06-15-99

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