

Document Number Only
F 99 000003895

CT Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 (850)222-1092
 City State Zip Phone

600002945116--2
 -07/29/99--01056--004
 *****70.00 *****70.00

CORPORATION(S) NAME

Banahill Acquisition Corporation II

- Profit NonProfit Amendment Merger
- Foreign LLC Limited Partnership Reinstatement Dissolution/Withdrawal Annual Report Reservation Change of R.A. Other Filing Change of Name CUS
- Certified Copy Photo Copies Call When Ready Call if Problem Will Wait After 4:30 Pick Up
- Walk In Mail Out

FILED
 99 JUL 29 PM 1:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

4/29

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies
 File Stamped To:

7/29
 Jeffrey Butterfield

RECEIVED
 99 JUL 29 PM 12:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Barnhill Acquisition Corporation I
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stephan E. Pfeifer

(Name of Person)

Slivka Robinson Waters & O'Dorisio, P.C.

(Firm/Company)

1099 18th Street, Suite 2600

(Address)

Denver, Colorado 80202

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Stephan E. Pfeifer

(Name of Person)

at (303) 297-2600

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Barnhill Acquisition Corporation I.
(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. Nevada 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 26, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 12150 East Briarwood, Avenue, Suite 140,
Englewood, Colorado 80112-6701
(Current mailing address)

8. Computer systems integration and reseller.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: CT CORPORATION SYSTEM

Office Address: 1200 South Island Road
Plantation, Florida, 33324
(Zip code)

FILED
99 JUL 29 PM 1:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

Marcia J. Sunahara MARCIA SUNAHARA, ASST SCLY
(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: PLEASE SEE EXHIBIT A ATTACHED HERETO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: PLEASE SEE EXHIBIT A ATTACHED HERETO

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
99 JUL 29 PM 1:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

13. Ernest J. Panasci
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Ernest J. Panasci, Secretary

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

EXHIBIT A

Directors

Michael D. Whitt
c/o Barnhill Associates, Inc.
12140 East Briarwood, Suite 140
Englewood, Colorado 80112

Officers

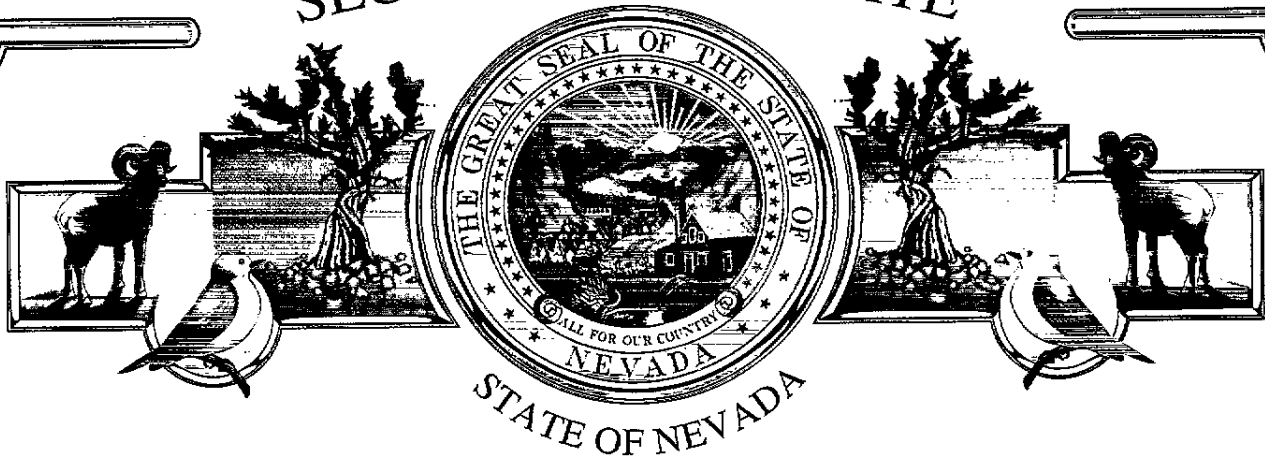
Michael D. Whitt, President
c/o Barnhill Associates, Inc.
12140 East Briarwood, Suite 140
Englewood, Colorado 80112

Ernest J. Panasci, Secretary
c/o Barnhill Associates, Inc.
12140 East Briarwood, Suite 140
Englewood, Colorado 80112

Victoria Perry, Treasurer
c/o Barnhill Associates, Inc.
12140 East Briarwood, Suite 140
Englewood, Colorado 80112

FILED
99 JUL 29 PM 1:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BARNHILL ACQUISITION CORPORATION I**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 26, 1999, 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, on July 28, 1999.



Dean Heller
Secretary of State

By

J. M. ...
Certification Clerk

FILED
JUL 29 PM 1:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA