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November 20, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6051

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-12/04/00--01131--008
***155.00 ***155.00

Re: Application for Authority to Transact Business by a Limited Liability Company

Dear Sir or Madam:

Enclosed herewith, please find the following items:

1. Application in duplicate by a Foreign Limited Liability Company for authorization to transact business in Florida, prepared on behalf of ARCHomesmart, L.L.C. ("ARC")
2. A Certificate of Good Standing for ARC issued by the Secretary of State, State of Delaware.
3. A check in the amount of \$155.00 for the filing fee.

Please file the above referenced items of record and return a file-stamped copy to my attention in the enclosed self-addressed envelope.

Should you have any questions or require additional information in this regard, please contact me directly at (303) 383-7540. Thank you for your assistance in this matter.

Sincerely,

Rae Curtiss
Paralegal

Enclosures

ARC 12/12
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. ARCHomesmart, L.L.C.
(Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 84-1563152 (FEI number, if applicable)

4. 9/22/00 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. As soon as authorized
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 600 Grant Street, Suite 900, Denver, CO 80203
(Street address of principal office)

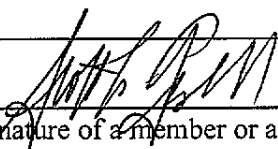
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Scott D. Jackson, Manager 600 Grant Street, Suite 900, Denver, CO 80203

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TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: retail sales



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Scott L. Gesell, Organizing Manager

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ARCHomesmart, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

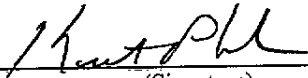
Tallahassee

FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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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 "ARCHOMESMART, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 2000.

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SECRETARY OF STATE
TALLEMANSSEE FLORENDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0782181

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DATE: 11-09-00