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April 25, 2001

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

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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 ARC Real Estate Services, L.L.C. ("ARC")
2. A Certificate of Good Standing for ARC issued by the Secretary of State, State of Colorado.
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.

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

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01 MAY -1 PM 1:59
SECRETARY OF STATE
ALLAHBADI, THOMAS

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

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

1. ARC Real Estate Services, L.L.C.
(Name of foreign limited liability company)

2. Colorado 3. 84-1582229
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 3/14/01 5. 12/31/2050
(Date of Organization) (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
Scott L. Gesell, Organizing Manager, 600 Grant Street, Suite 900, Denver, CO 80203

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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: Third party property
management and brokerage

Scott L. Gesell, Agent and Vice President / Organizing Manager
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:

ARC Real Estate Services, L.L.C.

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

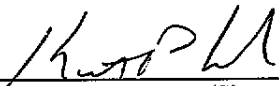
Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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STATE OF FLORIDA
TALLAHASSEE

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)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

ARC REAL ESTATE SERVICES, L.L.C.
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 20011054466 WAS FILED IN THIS OFFICE ON March 14, 2001
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: April 06, 2001

FILED
01 MAY 10
AM 1:59

Donetta Davidson

SECRETARY OF STATE