

M02000000368

DOUGLAS C. SMITH
5705 Olden Creek Way
Prospect, Kentucky 40075

February 7, 2002

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000004900310--6
-02/11/02--01079--006
***125.00 ***125.00

Re: Cobalt Resources, LLC

Gentlemen:

M02-368

Enclosed please find the following forms required to register Cobalt Resources LLC to conduct business in the State of Florida.

- Application for Authorization to Transact Business in Florida
- Designation of Registered Agent/Office
- Certificate of Existence/Good Standing from State of Colorado

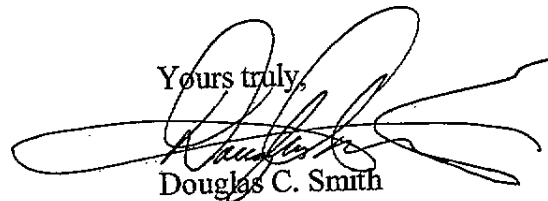
M02/12

Also enclosed is a Cobalt Resources check, payable to The Florida Department of State in the amount of \$125 (\$100 Filing Fee plus \$25 Designation of Agent Fee).

If you have any questions, please call the undersigned at (502) 589-8195.

Thank you.

Yours truly,



Douglas C. Smith

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DIVISION OF CORPORATIONS
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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. COBALT RESOURCES LLC (Name of foreign limited liability company)

2. COLORADO (Jurisdiction under the law of which foreign limited liability company is organized) 3. 91-2044621 (FEI number, if applicable)

4. 4/26/00 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. approx 3/2001 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3447 Box Elder Place Jackson, WY 83001 (Street address of principal office)

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

9. The name and usual business addresses of the managing members or managers are as follows: David S. Blue P.O. Box 9759 Jackson, WY 83002

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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: Real Estate Development

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.) David S. Blue 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:

COBALT RESOURCES LLC

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

CT Corporation System
(Name)

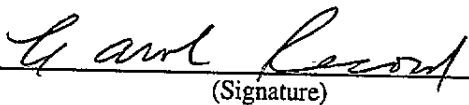
1200 S. Pine Island Road

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

Plantation FL 33324
City/State/Zip

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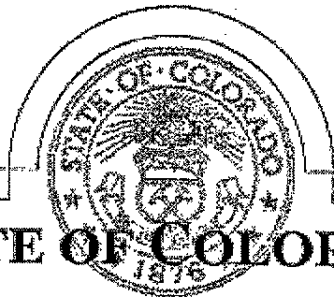
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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)

Carol Record, Asst. Secretary

\$ 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,

COBALT RESOURCES, LLC
(Colorado LIMITED LIABILITY COMPANY)
File # 20001084482

was filed in this office on April 26, 2000 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: December 20, 2001

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For Validation:

Certificate ID: 525143
To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.
www.sos.state.co.us/ValidateCertificate

Donetta Davidson

SECRETARY OF STATE