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FILED
2002 JUL 18 PM 1:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 668084 170123A

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 130.00

ORDER DATE : July 17, 2002

ORDER TIME : 10:20 AM

ORDER NO. : 668084-005

CUSTOMER NO: 170123A

300006487063--4

CUSTOMER: Ms. Lee Shepka
Mallgren & Ferrell, P.c.
200 Spruce Street
Suite 200
Denver, CO 80230-7099

FOREIGN FILINGS

NAME: SMI ASSET MANAGEMENT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

RECEIVED
02 JUL 18 AM 11:39
DIVISION OF CORPORATIONS

J. BRYAN JUL 18 2002

**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:

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1. SMI Asset Management, LLC
(Name of foreign limited liability company)
2. Colorado 3. 84-1520254
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 11/1/99 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 200 Spruce Street, Suite 200, Denver, CO 80230

(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:

John M. Sevo, 200 Spruce Street, Suite 200, Denver, CO 80230

Andrew S. Miller, 200 Spruce Street, Suite 200, Denver, CO 80230

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: Invest in and manage real and personal property.


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.)

John M. Sevo, 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:

SMI Asset Management, LLC

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

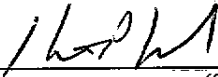
Corporation Service Company
(Name)

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 COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

ACCORDING TO THE RECORDS OF THIS OFFICE

SMI ASSET MANAGEMENT, LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19991204416 WAS FILED IN THIS OFFICE ON November 01, 1999
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: July 12, 2002

Donetta Davidson

SECRETARY OF STATE