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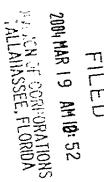
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620 Main St., P.O. Box 280 Frisco, Colorado 80443 Office 970-668-0176 FAX 970-668-3757 E-MAIL dirllaw@colorado.net

## Richmond, Neiley & Sprouse, L.L.C.

Attorneys at Law

Mark Richmond John F. Neiley Frederick V. Sprouse

Kem W. Swarts

March 15, 2004

Florida Secretary of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 PILED MO. 52

RE: Compass Homes Development, L.L.C., a Colorado limited liability company Application by a Foreign Limited Liability Company and For Authority to Transact Business in Florida

#### Greetings:

Enclosed in duplicate for filing please find an original Application by a Foreign Limited Liability Company and For Authority to Transact Business in Florida, a Certificate of Designation of Registered Agent/Registered Office and a Certificate of Good Standing in Colorado for Compass Homes Development, L.L.C. Also enclosed is a check in the amount of \$130.00 which includes the filing fee for the Application and fee for Designation of Registered Agent.

A self-addressed envelope is also enclosed for your convenience in returning a copy of the filed Application and Certificate of Designation of Registered Agent to our office. If you have any questions, please feel free to call our office collect at (970) 668-0176. Thank you for your assistance with this request.

Very truly yours,

L'inda M.S. Wilson

Encl.

cc: Compass Homes Development, L.L.C.

# 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.	COMPASS HOMES DEVELOPMENT, L.L.C.
	(Name of foreign limited liability company)
	COLORADO 3. 68-0570508
	COMPASS HOMES DEVELOPMENT, L.L.C.  (Name of foreign limited liability company)  COLORADO  (Jurisdiction under the law of which foreign limited liability company is organized)  SEPTEMBER 18, 2003  (Date of Organization)  (Duration: Year limited liability company will cease to exist or "perpetual")
4.	SEPTEMBER 18, 2003 5 PERPETUAL
	(Date of Organization) (Duration: Year limited liability company will cease for exist or "perpetual")
б.	MARCH 15, 2004  (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7.	60 SEAGATE DRIVE, #1708, NAPLES FL 34103
	and the second of the second o
	(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:
	DAWN CRANE, P.O. BOX 7399-285, BRECKENRIDGE, CO 80424
	TIMOTHY CRANE, P.O. BOX 7399-285, BRECKENRIDGE, CO 80424
	GEORGE M. MERRIMAN, JR., 60 SEAGATE DRIVE #1708, NAPLES, FL 34103
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.)
1	Nature of business or purposes to be conducted or promoted in Florida:
	PROPERTY DEVELOPMENT
	xmfinely.
	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.)

GEORGE M. MERRIMAN, JR.

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:	
COMPASS HOMES DEVELOPMENT, L.L.C.	多人
2. The name and the Florida street address of the registered agent and office are:	TAROL MARIE
GEORGE M. MERRIMAN, JR. (Name)	52
60 SEAGATE DRIVE #1703  Florida street address (P.O. Box NOT ACCEPTABLE)	· . • • •
NAPLES FL 34103 (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)



### 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,

COMPASS HOMES DEVELOPMENT, L.L.C. (Colorado LIMITED LIABILITY COMPANY ) File # 20031300772

was filed in this office on September 18, 2003 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: February 23, 2004

#### For Validation:

Certificate ID: 770414

To validate this certificate, visit the following web site, enter this certificate ID, then follow the instructions displayed

www.sos.state.co.us/ValidateCertificate

CECRETA BY OF CTATE