


FILE NOW: Fee after May 1, will be \$588.75

**APPROVED
AND
FILED**

1997 APR 21 AM 10:10

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M96000000422
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SM BENT TREE LLC
3600 S. YOSEMITE ST., 10TH FLOOR
DENVER CO 80237

1a. Principal Place of Business Address
3600 S. YOSEMITE ST., 10TH FL
DENVER CO 80237

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	10/24/1996	CO
City & State	City & State	4. FEI Number 84-1362137	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	Name Street Address (P.O. Box Number is Not Acceptable) 500002155325 Suite, Apt. #, etc. -04/25/97-01074-024 City ****407.50 Zip Code ****283.5 FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MILLER, ANDREW S	3600 S. YOSEMITE ST., 10TH	DENVER CO
MGR	SEVO, JOHN M	3600 S. YOSEMITE ST., 10TH	DENVER CO
MGR	FRISHMAN, DAVID S	3600 S. YOSEMITE ST., 10TH	DENVER CO

Handwritten signature and date: 4/15/97

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Handwritten signature of Andy Miller* **4/15/97** **303-721-1000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #