



THE UNITED STATES
CORPORATION
COMPANY

M97000000580

ACCOUNT NO. : 072100000032

REFERENCE : 517683 4346861

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 468.75

ORDER DATE : September 3, 1997

ORDER TIME : 2:37 PM

ORDER NO. : 517683-015

CUSTOMER NO: 4346861

CUSTOMER: Ms. Sharon Nardoza
The Midtown Niki Group
5080 Shoreham Pl.
Ste. 100
San Diego, CA 92122

000002205248-1-9

FOREIGN FILINGS

NAME: SMITMART, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPIES (3) UPON FILING QUAL.
PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING (3) UPON FILING QUAL.

CONTACT PERSON: TONYA C. HOLLIDAY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 AM 9:40

B/C
9/4/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 4, 1997

TONYA HOLLIDAY
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SMITMART, LLC
Ref. Number: W97000020441

RESUBMIT

Please give original
submission date as file date.

We have received your document for SMITMART, LLC and the authorization to debit your account in the amount of \$468.75. However, the document has not been filed and is being returned for the following:

Item 4 on the Affidavit -- the TOTAL ANTICIPATED AMOUNT OF CONTRIBUTIONS -- would have to be at least as great as the sum of Items 2 and 3. In this case the amount in Item 4 would have to be at least \$306,000.00.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 697A00044270

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 AM 9:40

97 SEP -5 PM 4:15
RECEIVED

SECRET
DIVISION
97 SEP -11 AM 9:40
STATE

**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. Name of foreign limited liability company: Smitmart, L.L.C.
2. Jurisdiction under the law of which foregoing limited liability company is organized: Arizona
3. FEI number, if applicable: N/A
4. Date of Organization: July 27, 1997
5. Duration: 25 years
6. Date first transacted business in Florida: September 2, 1997.
7. Address of principal office: One East Camelback Road, Suite 1100
Phoenix, Arizona 85012-1656
8. Name, Title and Business Address of each Managing Member (MGRM) or Manager (MGR)
who will manage the foreign limited liability company in Florida:

Name & Address

Title

Brian C. Malk, Trustee of the Brian C. Malk
Trust dated February 3, 1981
c/o Midtown Niki Group
5080 Shoreham Place, Suite 100
San Diego, CA 92122

MGRM

Peter A. Zarcades, Trustee under Trust Indenture
of Peter A. Zarcades and Sandra Zarcades dated
July 19, 1972, as may be amended from time to time.
c/o Midtown Niki Group
5080 Shoreham Place, Suite 100
San Diego, CA 92122

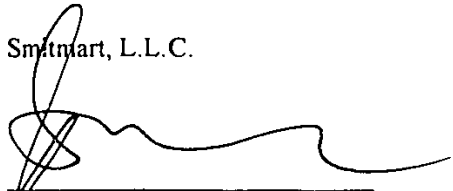
MGRM

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Smitmart, L.L.C., deposes and says:

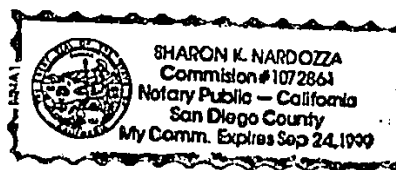
1. The above named limited liability company has at least two members
2. The total amount of cash contributed by the members is \$306,000.00.
3. If any, the agree value of the property other than cash contributed by member, if any:
None. A Description of the property is attached and mad a part hereto
4. The amount of cash or property anticipated to be contributed by members is \$306,000.00

Smitmart, L.L.C.


Brian C. Malk, Trustee of the Brian C. Malk Trust dated February 3, 1981
Member

Subscribed and sworn to me this 2nd day of September, 1997.


Sharon K. Nardoza, Notary Public



SECRET
DIVISION OF INVESTIGATIONS
97 SEP -1 AM 9:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -11 AM 9:40

**CERTIFICATE OF DESIGNATION OF
REGISTRATION AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is:

Smitmart, L.L.C., an Arizona limited liability company

2. The name and address of the registered agent and office is:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

K. A. Wibley Asst Sec
Signature of Registered Agent

K. A. Wibley, Asst. Secretary

9-3-97
Date

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

FILED
DIVISION OF CORPORATIONS
91 SEP -4 AM 9:10

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****SMITMART, L.L.C.*****

is a limited liability company organized under the laws of the State of Arizona which filed its Articles of Organization in this office on the 27th day of July 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 27th day of August, 1997, A. D.



Jack Rose
Executive Secretary

BY: *Priscilla Begay*