



THE UNITED STATES
CORPORATION
COMPANY

M98000000907

ACCOUNT NO. : 072100000032

REFERENCE : 883482 167074A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 285.00

ORDER DATE : July 7, 1998

ORDER TIME : 12:0 PM

ORDER NO. : 883482-005

CUSTOMER NO: 167074A

CUSTOMER: Marilyn R. Meyer, Legal Asst
Pendleton Friedberg Wilson
303 East Seventeenth Avenue
Suite 1000
Denver, CO 80203-1263

800002583188--6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 4:43

FOREIGN FILINGS

NAME: SKYTELLER, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

7
10

7/8/98

RECEIVED
98 JUL -8 PM 1:09
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 4, 1998

ANDREW CUMPER
CSC
TALLAHASSEE, FL

SUBJECT: SKYTELLER, L.L.C.
Ref. Number: W98000015536

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL -8 PM 4:43

We have received your document for SKYTELLER, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 998A00040734

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 AUG 10 PM 3:39
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 8, 1998

ANDREW CUMPER
CSC
TALLAHASSEE, FL

SUBJECT: SKYTELLER, L.L.C.
Ref. Number: W98000015536

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DIVISION OF CORPORATIONS
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We have received your document for SKYTELLER, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 298A00036592

RECEIVED
98 AUG -4 PM 12:10
DIVISION OF CORPORATION

RESUBMIT
Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 10, 1998

ANDREW CUMPER
CSC
TALLAHASSEE, FL

SUBJECT: SKYTELLER, L.L.C.
Ref. Number: W98000015536

We have received your document for SKYTELLER, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The AFFIDAVIT indicates that \$185,310.00 in PROPERTY has been contributed. Please attach a BRIEF DESCRIPTION of the property. Please note that this description can be VERY BRIEF.

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: 898A00041605

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98 JUL -8 PM 4:43

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. SkyTeller, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 84-1411455
(FEI number, if applicable)
4. June 10, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Commencement of business will coincide with date of qualification to
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) do business in Florida)
7. 6200 South Quebec Street, Suite 350
Englewood, Colorado 80111
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Robert Myers
6200 S. Quebec St., #350
Englewood, CO 80111

MGR

Richard Postrel
5244 N. Bay Road
Miami, FL 33140

MGR

Lee Milich
119 Biscayne Blvd.
Suite 809
North Miami, FL 33181

MGR

Kent Londré
6200 S. Quebec St.
Suite 350
Englewood, CO 80111

MGR

See Attached Supplemental Schedule

Filing Fee: \$ 52.50 for Application

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CLERK OF STATE
CORPORATIONS
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SUPPLEMENTAL SCHEDULE
TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

NAME & ADDRESS:

James A. Rowland
2180 Thomson Highway
Lincolnton, GA 30817

TITLE:

MGR

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 4:43

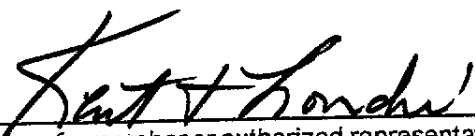
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of SkyTeller, 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 member(s) is \$ 10,000,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 185,310. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 20,185,310. This total includes amounts from 2 and 3 above.


_____, **Manager**
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SkyTeller, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(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.

Corporation Service Company

[Signature]
(Signature)

7-7-98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

EXHIBIT A - DESCRIPTION OF PROPERTY

POS DEVELOPMENT COSTS: \$155,310

COMPUTERS: \$30,000

TOTAL: \$185,310

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SKYTELLER, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 4:43

2760464 8300

981309283



9240172
08-07-98

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: