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ACCOUNT NO. : 072100000032

REFERENCE : 029615 4312639

AUTHORIZATION :

Patricia Kight

COST LIMIT : \$ 337.50

ORDER DATE : November 12, 1998

ORDER TIME : 1:43 PM

ORDER NO. : 029615-005

CUSTOMER NO: 4312639

900002692109--9

CUSTOMER: Ms. Mary Keogh
Skadden Arps Slate Meagher &
One Rodney Square
Po Box 636
Wilmington, DE 19899

FOREIGN FILINGS

NAME: CAX RIVERSIDE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

Name	MA
Availability	MA
Document	MA
Examiner	MA
Updater	MA
Classifier	MA
Verifier	MA
Acknowledgement	MA
W. P. Verifier	MA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 PM 3:43

RECEIVED
98 NOV 19 PM 2:45
DIVISION OF CORPORATIONS

11/18/98

17:09

SKADDEN ARPS → 1634764913036149401

NO. 329

003

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CAX Riverside, L.L.C.

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. n/a

(FEI number, if applicable)

4. November 12, 1998

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. November 16, 1998

(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 3410 S. Galena Street, Suite 210

Denver, CO 80231

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Commercial Assets, Inc. MGR/MGRM
3410 S. Galena Street, Suite 210
Denver, CO 80231

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DIVISION OF CORPORATIONS

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

(FLO57 - 4/23/98)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAX RIVERSIDE, 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 TWELFTH DAY OF NOVEMBER, A.D. 1998.

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DIVISION OF CORPORATIONS
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State 9401479

AUTHENTICATION:

11-12-98

DATE:

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:

CAX Riverside, L.L.C.

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

Corporation Service Company
(Name)

1201 Gays 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.

Corporation Service Company

Laura R. Durr
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

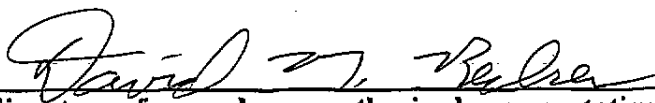
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CAX Riverside, L.L.C.

_____ certifies:

- 1.) the total amount of cash contributed by the member(s) is \$ 10.8 million
- 2.) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 3.) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10.8 million
(This total includes amounts from 2 and 3 above.)



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.)

David M. Becker
Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit