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ACCOUNT NO. : 072100000032

REFERENCE : 174005 4322606

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 293.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 19 AM 10:47

ORDER DATE : March 18, 1999

ORDER TIME : 9:29 AM

ORDER NO. : 174005-005

CUSTOMER NO: 4322606

800002811778--8

CUSTOMER: Ms. Pat A. Hunzeker
Otten, Johnson, Robinson, Neff
1600 Colorado National Buildin
950 17th Street
Denver, CO 80202

FOREIGN FILINGS

NAME: ASPEN BELLA VITA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

M99-401

Name	<i>RL 3-19</i>
Availability	
Document	<i>RL</i>
Examiner	<i>RL</i>
Editor	<i>RL</i>
Translator	<i>RL</i>
Verifier	<i>RL</i>
Acknowledgment	<i>RL</i>
W. P. Verifier	<i>RL</i>

CONTACT PERSON: Christopher Smith

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**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. Aspen Bella Vita, LLC
(Name of foreign limited liability company)
2. Colorado
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 03/15/99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 252 Clayton Street, Fourth Floor
Denver, CO 80206
(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:
<u>Robert J. Jacobs</u>	<u>MGR</u>	<u>Timothy J. Dahltorp</u>	<u>MGR</u>
<u>252 Clayton Street</u>		<u>Same Address</u>	
<u>Fourth Floor</u>			
<u>Denver, CO 80206</u>		<u>David Morley</u>	
		<u>Same Address</u>	
<u>Pat Broe</u>	<u>MGR</u>		
<u>Same Address</u>			

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

The undersigned member or authorized representative of a member of _____

Aspen Bella Vita, LLC certifies: _____

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.00
(This total includes amounts from 2 and 3 above.)

Signature of a member or an 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.)

Pat Broe, Member

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Aspen Bella Vita, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (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.

By: Kent PUA

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

ASPEN BELLA VITA, LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19991048231 WAS FILED IN THIS OFFICE ON March 15, 1999
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: March 15, 1999

Victoria Buckley

SECRETARY OF STATE