



**THE UNITED STATES
CORPORATION
COMPANY**

M99000000562

ACCOUNT NO. : 072100000032

REFERENCE : 203807 4332362

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.00

ORDER DATE : April 13, 1999

ORDER TIME : 3:29 PM

ORDER NO. : 203807-005

CUSTOMER NO: 4332362

CUSTOMER: Jean Harrison, Paralegal
Brownstein Hyatt Farber &
410 17th Street, 22nd Floor

Denver, CO 80202

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 APR 15 AM 10:20

FOREIGN FILINGS

NAME: AP/TEMPUS, LLC

500002841285--1

cert

XXXX QUALIFICATION (TYPE: LL)

RECEIVED

99 APR 15 PM 3:56

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/15/99
Availability	cert
Document	XX CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
	CERTIFICATE OF GOOD STANDING
Updater	DCC
Updater	CONTACT PERSON: Angie Glisan
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

hpl

79900019561 4/15/99

4199000009074



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 16, 1999

ANGIE GLISAR
CSC
TALLAHASSEE, FL 32301

SUBJECT: AP/TEMPUS, LLC
Ref. Number: W99000009074

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 AM 10:20

We have received your document for AP/TEMPUS, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being retained 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.

What you sent up was photo copies.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 699A00019505

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR 16 AM 9:56

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 10 30 AM ID: 30
ATION TO
TER A FOREIGN

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. AP/Tempus, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. not yet applied for
(FEI number, if applicable)
4. April 13, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Not yet commenced business in Florida.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2 Manhattanville Road, Purchase, NY 10577
(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:**

Kronus Property III, Inc. MGR

2 Manhattanville Road

Purchase, NY 10577

Attn. Michael D. Weiner, VP

F-97000006862

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 AM 10:20

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:

AP/Tempus, LLC, a Delaware limited liability company

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

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: Nelboras R. Skipper

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 AM 10:20The undersigned member or authorized representative of a member of AP/Tempus, 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 \$ 100.00 ;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.)
and4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100.00 .
(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.)Steven C. Demby, Authorized Representative of Member

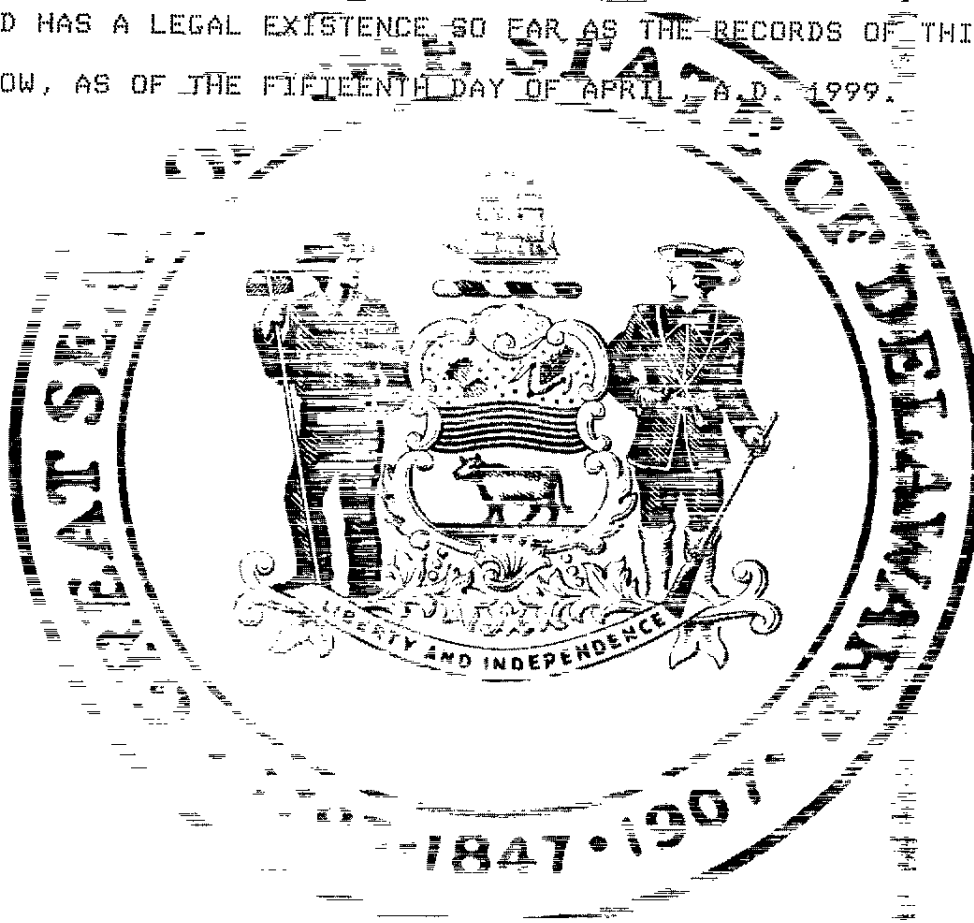
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
PAGE 99 APR 15 AM 10:20

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "AP/TEMPUS, LLC" 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 FIFTEENTH DAY OF APRIL, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

3029511 8300

991147232

AUTHENTICATION:

DATE:

9687671

04-15-99