

Filing Fee: \$100.00



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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

CLUBHOUSE PARTNERS, LP

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is
Clubhouse Partners, LP, a Colorado limited partnership
and, if different, the name which it proposes to register and transact business in the State of Rhode Island is
N/A
(If not applicable, so state)

SECOND: It is organized under the laws of Colorado
and the date of its formation is December 15, 1998

THIRD: The general character of the business it proposes to transact in Rhode Island is:
To hold investments, including real property.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 31 America's Cup Avenue, Newport, Rhode Island 02840

and the name of the agent resident in Rhode Island at that address is

Edward B. Corcoran, Esq.

FILED

MAR 10 1999

By

220228

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....
2137 4th Street, Boulder, Colorado 80302

SEVENTH: The name and business address of each general partner (s):

General Partner (s)	Address (es)
Beverley Robinson	2137 4th Street, Boulder, CO 80302
Roselene B. Robinson	2137 4th Street, Boulder, CO 80302

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions 2137 4th Street, Boulder, Colorado 80302

NINTH: A mailing address for the foreign limited partnership
2137 4th Street, Boulder, CO 80302

TENTH: A statement of the aggregate capital contributions of the limited partner (s)
\$300,000.00

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed. N/A

Dated January 7, 1999.

CLUBHOUSE PARTNERS, LP
(Exact name of Limited Partnership making application)

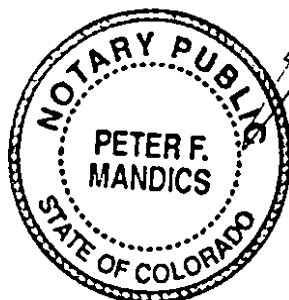
By Beverley Robinson
General Partner (s)

State of Colorado

County of Boulder

} Sc.

At 1800 Broadway in said county on this 7th
day of Jan, 19 99, personally appeared before me
Beverley Robinson,
who, being by me first duly sworn, declared that he/she is a General Partner of the
Clubhouse Partners, LP, that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.



[Signature]

Notary Public

My Commission Expires 07/24/2001

STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true and
complete copy of the document filed in
this office and admitted to record in
File 1998022768

DATED Jan 26 1999

Victoria Buckley
Secretary of State

By J. L. Melton

