

State of Idaho

Office of the Secretary of State

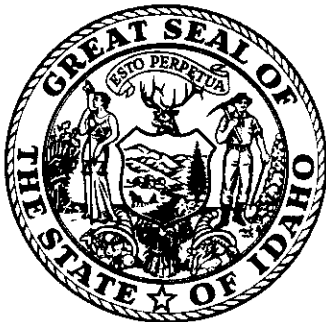
**CERTIFICATE OF AUTHORITY
OF
MILE HIGH CAPITAL GROUP, LTD.**

File Number C 159938

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 18 April 2005



Ben Ysursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2005 APR 18 PM 2:08

The undersigned Corporation applies for a Certificate of Authority and states as follows: STATE OF IDAHO

1. The name of the corporation is:
Mile High Capital Group, Ltd.
2. The name which it shall use in Idaho is: Mile High Capital Group, Ltd.
3. It is incorporated under the laws of: Colorado
4. Its date of incorporation is: January 25, 2000
5. The address of its principal office is:
9780 Mt. Pyramid Court, Suite 270, Englewood, CO 80112
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 5527 Kendall Street, Boise, ID 83706
and its registered agent in Idaho at that address is: Incorp Services, Inc.

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Fredric R. Dryer</u>	<u>President/CEO</u>	<u>9780 Mt. Pyramid Ct #270 Englewood CO</u>
<u>Jeffrey G. Dietz</u>	<u>Exec Vice President</u>	<u>9780 Mt. Pyramid Ct #270 Englewood CO</u>
<u>Andrew J. McFaul</u>	<u>COO</u>	<u>9780 Mt. Pyramid Ct #270 Englewood CO</u>
<u>Jeffrey C. Keiffer</u>	<u>Secretary</u>	<u>9780 Mt. Pyramid Ct #300 Englewood CO</u>
_____	_____	_____
_____	_____	_____

Dated: 4.15.05

Signature: _____

Typed Name: Jeffrey C. Keiffer

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corpforms\corp
orms\appforlicense\authority_profit.pm6
Revised 07/2002

IDAHO SECRETARY OF STATE
04/18/2005 05:00
CK: 29725 CT: 187961 BH: 805254
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

159938

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,

MILE HIGH CAPITAL GROUP, LTD.

is a
Corporation

formed or registered on 01/25/2000 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20001015984 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/29/2005 that have been posted, and by documents delivered to this office electronically through 04/05/2005 @ 12:45:31 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 04/05/2005 @ 12:45:31 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6188790 .



Donetta Davidson

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us> click Business Center and select "Frequently Asked Questions."