Prentice Hall Legal & Financial Services

ATTN: [illegible] (904) 222-7[illegible]

1201 [illegible] STREET, SUITE [illegible]
TALLAHASSEE, FL 3[illegible]

P95000001510

CORPORATION(S) NAME	CHARTER NUMBER
800 Sobt Corporation	
	200001442572 -03/29/95--01013--028 *****70.00 *****70.00

___ Amendment
___ Annual Report
___ Change of Registered Agent
___ Dissolution/Withdrawal
___ Domestication
___ Fictitious Business Name
X Foreign - Profit
___ Foreign - Non-Profit
___ Limited Partnership
___ Limited Liability
___ Mtr. Veh. ___

___ Merger
___ Name Reservation
___ Name Registration
___ Non-Profit/Articles of Incorporation
___ Other ___
___ Profit/Articles of Incorporation
___ Reinstatement
___ Resignation of R.A., Off/Dir
___ Trademark
___ UCC/Filing I ___
___ UCC/Filing 3 ___

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___ Certified Copy ___
X Photocopy ___
___ Corporate Print-Out
___ Fictitious/Owner Search

___ CUS
___ Good Standing
___ R.A., Off/Dir Search

(X) Walk in ( ) Call if Problem ( ) Will Wait (X) Pick up 3/29/00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Irv BY: Bill
BRANCH RECEIVING: Tall BY: Ting
REF/JOB # 303-95-02908
CLIENT MATTER # ___
SAME DAY X 24 HR ___ ROUTINE ___
VERBAL REQUESTED: YES OR NO
DATE SENT: _/_/_ MAIL FAX ___ FED EXP.
FILED: _/_/_
SENT TO: BRANCH X CLIENT ___
SPECIAL INSTRUCTIONS: ___

CHECK #	
ST./CTY/ FEES	
CORR. FEE/ SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

White - SECRETARY OF STATE Blue - CLIENT SPECIALIST COPY Green - FILE Canary - ACCOUNTING

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 800 SOBT Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. March 20, 1995
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 800 Newport Center Drive, #300
Newport, California 92660
(Current mailing address)

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8. See Attachment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, **Florida**, 32301
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice-Hall Corporation System, Inc.
By: C. Beck
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and addresses of officers and/or directors:**

A. DIRECTORS - See Attachment

Chairman: ____________________

Address: ____________________

____

Vice Chairman: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

B. OFFICERS - See Attachment

President: ____________________

Address: ____________________

____

Vice President: ____________________

Address: ____________________

____

Secretary: ____________________

Address: ____________________

____

Treasurer: ____________________

Address: ____________________

____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ____________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael P. Neill, President
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of
800 SOBT Corporation

The corporation is organized for the exclusive purposes of acquiring real property and holding title to and collecting income from such property remitting the entire amount of the income from such property (less expenses) to its sole stockholder, an organization described in Section 501(c) (25) (C) of the Internal Revenue Code of 1986, as amended (the "Code"), and engaging in any other activities not inconsistent with Section 501(c) (25) of the Code.

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800 SOFT Corporation

(Delaware Domestic)

OFFICERS AND DIRECTORS

Michael R. Neill	President	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
James G. McWalters	Vice-President	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
Ronald L. Bower	Vice-President	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
David K. Hubbs	Vice-President	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
Lawrence K. Sullivan	Vice-President, Treasurer & Secretary	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
Martin M. Moylan	Assistant Secretary	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
Patrick M. Scruggs	Assistant Secretary	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
Christopher L. Guy	Assistant Secretary & Assistant Treasurer	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660
David R. Brush	Assistant Secretary & Assistant Treasurer	800 Newport Center Drive, Suite 300 Newport Beach, CA 92660

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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 "800 SOBT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MARCH, A.D. 1995.

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Edward J. Freel, Secretary of State

2490920 8300

950061718

AUTHENTICATION: 7444931

DATE: 03-21-95