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FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 03-21-01

NAME: EVEREST GLENBROOK, LLC

TYPE OF FILING: REGISTRATION

100003890981-7
-03/21/01--01071--021
****165.00 ****165.00

COST: CHECK FOR \$165.00 ATTACHED

RETURN: 1 CERTIFIED COPY

2 CERTIFICATES OF GOOD STANDING

FILED
01 MAR 21 PM 3:53
SECRETARY OF STATE
TALLAHASSEE-FLORIDA

WR 3/21

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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DIVISION OF CORPORATION

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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. Everest Glenbrook, LLC (Name of foreign limited liability company)

2. California (Jurisdiction under the law of which foreign limited liability company is organized) 3. applied for (FEI number, if applicable)

4. February 1, 2001 (Date of Organization) 5. 2031 (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 199 S. Los Robles Ave #440 Pasadena, CA 91101 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

Attn: W. Robert Kohorst Everest Residential Properties 2, LLC 199 S. Los Robles Ave #440 Pasadena, CA 91101

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Investment in and operation of residential real estate.

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) David I. Lesser Executive Vice President

Typed or printed name of signee

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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:

Everest Glenbrook, LLC

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

Florida Filing + Search Services, Inc.
(Name)

1333 North Duval St.
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32303
City/State/Zip

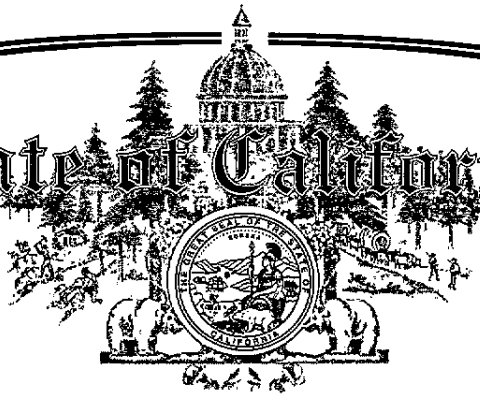
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TALLAHASSEE FLORIDA

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 as provided for in Chapter 608, F.S..

P.D. Hodge President
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

State of California



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 1ST day of FEBRUARY, 2001, **EVEREST GLENBROOK, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

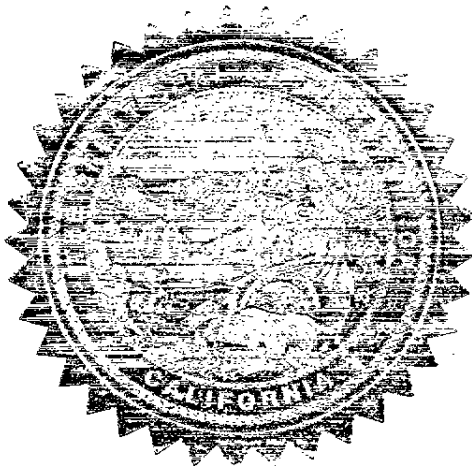
That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

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ALBANY FLORIDA

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 19TH day of MARCH 2001.



Bill Jones
BILL JONES
Secretary of State