

MOI 00000 2262

BALBOA
LIFE & CASUALTY

Direct line: 949 223-4622
Fax: 949 724-1267

September 21, 2001

Registration Section
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

Re: Balboa Life & Casualty LLC,
A Delaware limited liability company

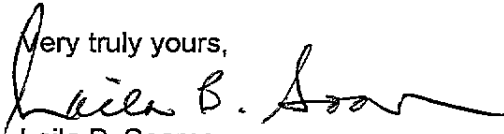
Gentlemen:

We wish to register the above company in the State of Florida and enclose herewith Application by Foreign Limited Liability Company, Certificate of Designation of Registered Agent, a certificate of good standing issued by the Secretary of State of Delaware and a check in the amount of \$155.

Please return a certified copy of the registration in due course.

Thanks for your assistance in this matter.

Very truly yours,



Laila B. Soares
Vice President and
Corporate Counsel

FILED
01 OCT -1 PM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
10/5

700004618007--4
-10/01/01--01058--001
****155.00 ****155.00

**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. BALBOA LIFE & CASUALTY LLC
(Name of foreign limited liability company)
2. DELAWARE 3. 33-0939798
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. DECEMBER 20, 2000 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. FEBRUARY 1, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 18581 TELLER AVENUE
IRVINE, CA 92612
(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:
18581 TELLER AVENUE, IRVINE, CA 92612

FILED
01 OCT - 1 PM 11: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: MANAGEMENT COMPANY

Laila B. Soares
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.)
LAILA B. SOARES, VICE PRESIDENT
Typed or printed name of signee

**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:

BALBOA LIFE & CASUALTY LLC

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

FILED
01 OCT -1 PM 11:27
SECRETARY OF STATE
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..

Vmensiferell

(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 Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALBOA LIFE & CASUALTY 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 SIXTH DAY OF JULY, A.D. 2001.

FILED
01 OCT -1 PM 11: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3333728 8300

AUTHENTICATION: 1229328

010311004

DATE: 07-06-01