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ACCOUNT NO. : 072100000032
REFERENCE : 637362 4336750
AUTHORIZATION : *Patricia K...*
COST LIMIT : \$ 87.50

ORDER DATE : March 23, 2000
ORDER TIME : 11:39 AM
ORDER NO. : 637362-005
CUSTOMER NO: 4336750

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CUSTOMER: Sue Lintott, Legal Assistant
Heller Ehrman White &
Ste. 6100
701 5th Avenue
Seattle, WA 98104

FOREIGN FILINGS

NAME: ST. JAMES CLUB INVESTMENT GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

BJE
3/24/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 24 PM 3: 23

RECEIVED
00 MAR 24 PM 12: 51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 24 PM 3:23

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ST. JAMES CLUB INVESTMENT GROUP, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Leif M. Ormseth
(Name of Person)
Heller Ehrman White & McAuliffe LLP
(Firm/Company)
701 Fifth Avenue, Suite 6100
(Address)
Seattle, WA 98104-7098
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Sue Lintott at (206) 389-6007
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- ~~\$78.75 Filing Fee & Certificate of Status~~
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

FILED STATE SECRETARY OF CORPORATIONS 09 MAR 24 PM 3:23

- 1. ST. JAMES CLUB INVESTMENT GROUP, INC.
(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 applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
3. March 16, 2000 Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
4. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
5. c/o Rita Brannon, 770 L Street, Suite 1200, Sacramento, CA 95814
(Current mailing address)

8. ownership and operation of real property
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
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.

By: Corporation Service Company
BRIAN COURTNEY, ASST. V.P. as its agent

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: (Street address ONLY - P.O. Box NOT acceptable)

RECEIVED
DIVISION OF CORPORATIONS
00 MAR 24 PM 3:23

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Lynn C. Thurber

Address: 200 East Randolph Drive

Chicago, IL 60601

Vice Chairman: Bruce D. Grant

Address: 770 L Street, Suite 1200

Sacramento, CA 95814

Director: Peter H. Schaff

Address: 200 East Randolph Drive

Chicago, IL 60601

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Lynn C. Thurber

Address: 200 East Randolph Drive

Chicago, IL 60601

Vice President: Rinse A. Brink

Address: 100 East Pratt Street

Baltimore, MD 21202

V.P. & Secretary: Bruce D. Grant

Address: 770 L Street, Suite 1200

Sacramento, CA 95814

Treasurer: Paul J. Donovan

Address: 200 East Randolph Drive

Chicago, IL 60601

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. Bruce D. Grant, Vice Chairman, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 24 PM 3:23

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ST. JAMES CLUB INVESTMENT GROUP, INC." 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 TWENTIETH DAY OF MARCH, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0325045

03-20-00

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