# F00000004583

#### TRANSMITTAL LETTER

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SUBJECT:	PROC	TEUT	Resource	:∈s,	INC.				
			(Name of cor	poration	TNC				•
Dear Sir or Mad	lam:								
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Please return all	correspon	ndence co	oncerning this	matter	to the following:				
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STREET ADD	RESS:				MAILING ADDRES	S:		κ'n	
Qualification/Ta Division of Corp 409 E. Gaines S Tallahassee, FL Enclosed is a ch	porations it. 32399	scuon			Qualification/Tax Lier Division of Corporation P.O. Box 6327 Tallahassee, FL 32314	ons	<b>≱</b> FII	8 m 8	th [
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\$70.00 Filing	g Fee		5 Filing Fee & ficate of Statu		\$78.75 Filing Fee & Certified Copy	Certi	0 Filing Fificate of	Status	&



### FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

June 22, 2000

WILLIAM T. CAMPBELL 3760 CONVOY ST., STE 230 SAN DIEGO, CA 92111

SUBJECT: PROJECT RESOURCES, INC.

Ref. Number: W00000015919

We have received your document for PROJECT RESOURCES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida Please note the corporate resolution must be signed by the chairman or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporate Thc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays Document Specialist

Letter Number: 800A00035432

## RESOLUTION OF BOARD OF DIRECTORS (Please print or type)

I, the undersigned WILLIAM T. CAMPBELL, (Name)	do hereby certify
that this Resolution of the Board of Directors of Prosect	Resources, INC.
(Corporate Name)	
a corporation duly organized and existing under the laws of the S	tate of <u>California</u> ,
was duly adopted on	,20 <u>00</u> .
Be it resolved, that PROJECT RESOURCES, F. (Corporate Name)	√c,
organized and existing in the State of CALIFORNIA, 1	•
PRI CONSTRUCTORS, INC.	for use in Florida.
Olio la o	AHASS
Dated: 8/10/00	SEE, PS
Signature of either Chairman, Vice Chairman or any	officer Sin 39
	e de Royal (Touris) de la companya d La companya de la co
Type or print Name	

INHS19(1/00)

### 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. PROJECT RESOURCES, TWO.

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

3. 33-0367968
(FEI number, if applicable) 4. F/28/89 5. PERPETUAL (Duration: Year corp. will cease to existor "perpetual") (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 3760 CONVOY STREET, SUITE 230 8. ENGAGE IN ANY LAWFUL ACT ON ACTIVITY WHICH 146 CONP. IS ONG (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: regression 6469 Fox GRAPE LANE

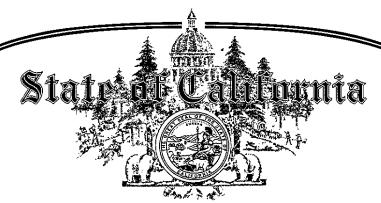
BRADENTON, FL 34202, Florida, 34202-2026

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

Chairman: SHARI L. WALDEN  * CEO, TREASSIER  Address: 7969 PROSPECT PLACE  LA JOLLA, CA 92037  Vice Chairman:  Address:  Director: DAVID ANIM WALDEN  * COO  Address: 7969 PROSPECT PLACE
Address:         7969 Prosour Place           LA Jolla , CA 92037           Vice Chairman:           Address:
LAJOLLA, CA 92037  Vice Chairman:  Address:
Address:
Director: DAVIO ANTON WALDEN
* C00
Address: 1969 PROSPECT PLACE
LA JOLLA, CA 92037
Director:
Address:
B. OFFICERS (Street address only - P.O. Box NOT acceptable)
President: FRANK J. LOSCANIS
Address: 13308 WYNGAIE POINT
SAN DIEGO, CA 92130
Vice President: L Joe Bosen
Address:
SAN DIEGO, CA 92131
Secretary: WILLIAM T. CAMPBELL
Address: 21301 CALLE BALFA
LANG FOREM, CA 92630 Treasurer: NOREGN CLINDINNIG
Address: 4348 Mount PUTNAM AUS.
SAN DIZEO, CA 92117
NOTE: If necessary, you may attach are addendum to the application listing additional officers and/or directors.
13. Les cum
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. FRANK J. COSCAVIO, PRESIDENT  (Typed or printed name and capacity of person signing application)



### SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

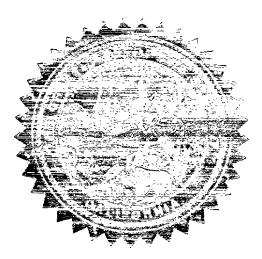
That on **28TH AUGUST 1989, PROJECT RESOURCES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate 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, this ness activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of June 1, 2000.

BILL JONES Secretary of State