



THE UNITED STATES CORPORATION COMPANY

F00000005394

ACCOUNT NO. : 072100000032

REFERENCE : 842794 4606112

AUTHORIZATION : Patricia Pijoto

COST LIMIT : \$ 87.50

ORDER DATE : September 25, 2000

ORDER TIME : 11:27 AM

ORDER NO. : 842794-005

CUSTOMER NO: 4606112

700003406487--6

CUSTOMER: Erica K. Buneo, Legal Asst
O'melveny & Myers LLP
1999 Avenue Of The Stars
Suite 700
Century City, CA 90067

FOREIGN FILINGS

NAME: DIL/SAHP CORP.

XXXX QUALIFICATION .. (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (2) CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

B/K 9/27

FILED
00 SEP 27 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 27 PM 12:19
DIVISION OF CORPORATION

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. DIL/SAHP Corp.
(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 3. 91-1913392
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 7, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Sun America, 1999 Avenue of the Stars, Los Angeles, CA 90067

(Current mailing address)

8. Real estate investment
(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, 33324
(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.

Corporation Service Company

BRIAN COURTNEY, ASST. V.P.

(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)

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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

Chairman: No Board of Directors - company is a closed corporation

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Michael L. Fowler

Address: c/o Sun America, 1999 Avenue of the Stars, Los Angeles, CA 90067

Vice President: Robert Proost

Address: c/o Sun America, 1999 Avenue of the Stars, Los Angeles, CA 90067

Secretary: Christine Nixon

Address: c/o Sun America, 1999 Avenue of the Stars, Los Angeles, CA 90067

Treasurer: N. Scott Gillis

Address: c/o Sun America, 1999 Avenue of the Stars, Los Angeles, CA 90067

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 L. Fowler, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIL/SAHP CORP." 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-SIXTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 SEP 27 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

2882028 8300

AUTHENTICATION: 0696628

001483628

DATE: 09-26-00