



F02000001402

Foreign Corp  
d/b/a

GunsterYoakley  
ATTORNEYS AT LAW

Our File Number: 19164.3  
Writer's Direct Dial Number: (561) 650-0728  
Writer's E-Mail Address: proehl@gunster.com

February 6, 2002

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

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-02/11/02--01079--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

W02-4400

RE: BF Enterprises, Inc. Florida Qualification

Ladies and Gentlemen:

Enclosed is a Transmittal Letter, an Application by Foreign Corporation for Authorization to Transact Business in Florida, a Good Standing Certificate from the State of Delaware and a check in the amount of \$87.50 to cover the costs incurred in filing the document. Please proceed with filing the document.

If you have any questions, require additional information or if additional fees are required, please call me at 561-650-0728.

Sincerely,

*Patti Roehl*

Patti Roehl  
Paralegal

Enclosures

630244

d/b/a

all  
+ CC

(8)

F02-1402

02 MAR 21 PM 12:58  
STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 14, 2002

GUNSTER YOAKLEY  
777 SOUTH FLAGLER DR., STE 500 EAST  
WEST PALM BEACH, FL 33401-6194

SUBJECT: BF ENTERPRISES, INC.  
Ref. Number: W02000004400

We have received your document for BF ENTERPRISES, INC. and your check(s) totaling \$87.50. 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, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the 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) 245-6097.

Michael Mays  
Document Specialist

Letter Number: 702A00009121



Our File Number: 19164.3  
Writer's Direct Dial Number: (561) 650-0728  
Writer's E-Mail Address: proehl@gunster.com

March 15, 2002

Michael Mays  
Document Specialist  
Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: BF Enterprises, Inc. Florida Qualification

Ladies and Gentlemen:

Enclosed is a copy of your letter dated February 14, 2002 regarding the qualification filing for BF Enterprises, Inc. Also enclosed is a Resolution of Board of Directors that adopts the name BFEN, Inc. for use in Florida. Please proceed with filing the document.

If you have any questions, require additional information or if additional fees are required, please call me at 561-650-0728.

Sincerely,

Patti Roehl  
Paralegal

Enclosures

630244.2

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Brian P. Burns, do hereby certify  
(Name)

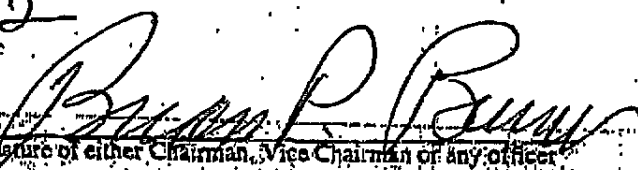
that this Resolution of the Board of Directors of BF Enterprises, Inc.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware  
was duly adopted on March 6, 2002

Be it resolved, that BF Enterprises, Inc.  
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name  
BFEN, Inc. for use in Florida.

Dated: 12 March 02

  
Signature of either Chairman, Vice Chairman or any officer

Brian P. Burns, Chairman  
Type or print name.

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

10012615HNT

TOTAL P.02

**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. BF Enterprises, 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 3. 94-3038456  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. \_\_\_\_\_ 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 125 Worth Avenue, Suite 219, Palm Beach, FL 33480  
(Principal office address)  
125 Worth Avenue, Suite 219, Palm Beach, FL 33480  
(Current mailing address)
8. Real Estate and Investments  
(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: Valdes-Fauli Corporate Services, Inc.  
Office Address: 777 South Flagler Drive, Suite 500E  
West Palm Beach, Florida 33401  
(City) (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.*

Valdes-Fauli Corporate Services, Inc.

  
(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.

02 MAR 21 PM 12:58  
FLORIDA DEPARTMENT OF STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officer/director rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

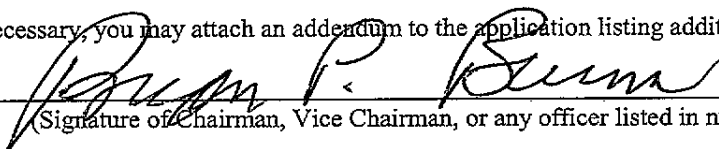
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. Brian P. Burns, Chairman, CEO and President

(Typed or printed name and capacity of person signing application)

## **BF ENTERPRISES, INC.**

### **OFFICER/DIRECTOR RIDER**

Brian P. Burns  
125 Worth Avenue, Ste. 219  
Palm Beach, FL 33480

Director, Chairman, CEO, President

Paul Woodberry  
100 Bush Street, Suite 1250  
San Francisco, CA 94104

Director, Executive Vice President, CFO

Charles E.F. Millard  
100 Bush Street, Suite 1250  
San Francisco, CA 94104

Director

Ralph T. McElvenny, Jr.  
100 Bush Street, Suite 1250  
San Francisco, CA 94104

Director

Daniel S. Mason  
100 Bush Street, Suite 1250  
San Francisco, CA 94104

Director

Stuart B. Aronoff  
100 Bush Street, Suite 1250  
San Francisco, CA 94104

Senior Vice President-Operations, Assistant Secretary

S. Douglas Post

Vice President, Controller, Treasurer, Chief Accounting Officer, Assistant Secretary

Carol L. Young

Secretary

Scott R. Campbell

Assistant Secretary

Linda J. Papciak

Assistant Corporate Secretary

# Delaware

PAGE 1

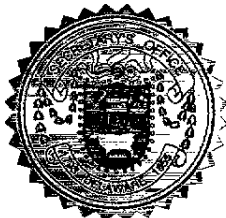
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BF ENTERPRISES, 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 THIRD DAY OF JANUARY, A.D. 2002.

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.

02 MAR 21 PM 12:58  
SECTION OF CORPORATIONS



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1537514

DATE: 01-03-02