

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION**SUNBURST/ENCORE GP, INC.**

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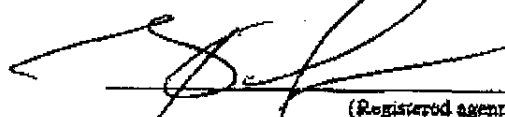
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Sunburst/Encore GP, 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. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 28, 2002 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. c/o Encore Comm., LLC, 6991 E. Camelback, Suite B-360, Scottsdale, AZ 85251
(Principal office address)
same as above
(Current mailing address)
8. to act as general partner of Sunburst/Encore LP, a Delaware limited partnership
(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
(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.



Brian Courtney
Asst. V. Pres.

(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.

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

A. DIRECTORS

Chairman: N/A

Address:

Vice Chairman: N/A

Address:

Director: Charles Ellis

Address: c/o Encore Communities, LLC

6991 E. Camelback Road, Suite B-360, Scottsdale, Arizona 85251

Director: David A. Napp

Address: c/o Encore Communities, LLC

6991 E. Camelback Road, Suite B-360, Scottsdale, Arizona 85251

B. OFFICERS

President: David A. Napp

Address: c/o Encore Communities, LLC

6991 E. Camelback Road, Suite B-360, Scottsdale, Arizona 85251

Vice President: Colleen S. Edwards

Address: c/o Encore Communities, LLC

6991 E. Camelback Road, Suite B-360, Scottsdale, Arizona 85251

Secretary: Colleen S. Edwards

Address: c/o Encore Comm., LLC, 6991 E. Camelback Road, Suite B-360, Scottsdale, AZ 85251

Treasurer: David A. Napp

Address: c/o Encore Comm., LLC, 6991 E. Camelback Road, Suite B-360, Scottsdale, AZ 85251

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Colleen S. Edwards
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Colleen S. Edwards, Secretary

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

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**Addendum
To
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

A. DIRECTORS

Director: Colleen Edwards
Address: Encore Communities, LLC
6991 E. Camelback Road, Suite B-360
Scottsdale, Arizona 85251

Director: Mary S. Stawickey (*Independent Director*)
Address: 103 Foulk Road, Suite 101
Wilmington, Delaware 19803

Director: Cheryl Greggo Tussie (*Independent Director*)
Address: 103 Foulk Road, Suite 101
Wilmington, Delaware 19803

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Delaware

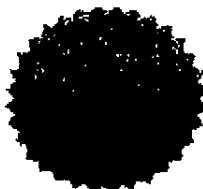
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNBURST/ENCORE GP, 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 THIRTIETH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNBURST/ENCORE GP, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2063070

DATE: 10-30-02

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