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FOREIGN PROFIT QUALIFICATION

NEWLAND ASSOCIATES, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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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. Newland Associates, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. California 3. 33-0621427
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 22, 1994 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 817.135, F.S.)
7. 9404 Genesee Ave Suite 230 La Jolla, CA 92037
(Principal office address)

9404 Genesee Ave Suite 230 La Jolla, CA 92037
(Current mailing address)
8. Real Estate Development
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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, 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.

NRAI Services, Inc.

By: Paul J. Hagan

(Registered agent's signature)

Paul J. Hagan, Assistant Secretary

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

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. Please see attached

(Signature of Director or Officer listed in number 12 of the application)

14. _____

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

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LIST OF AUTHORIZED OFFICERS AND DIRECTORS

**NEWLAND ASSOCIATES, INC.
a California corporation**

Robert B. McLeod, Chairman of the Board & Chief Executive Officer and Director
LaDonna K. Monsees, Vice Chairman, President and Director
Derek C. Thomas, Vice Chairman, Chief Operating Officer and Director
Laura C. Wending, Senior Vice President and Treasurer
James H. McLennan, Vice President and Chief Financial Officer
Martha K. Guy, Vice President and Secretary
Blake L. Fillmore, Assistant Vice President
Daryl-Lynn Burke, Assistant Secretary
Dolores A. Valle, Assistant Secretary

May 25, 2004

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Signature Page to Foreign Corporation for
Authorization to Transact Business in Florida

Newland Associates, Inc.
a California corporation

By: 
Dolores A. Valle
Its: Assistant Secretary

Date: May 25, 2004

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 22ND day of APRIL, 1994, NEWLAND ASSOCIATES, 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

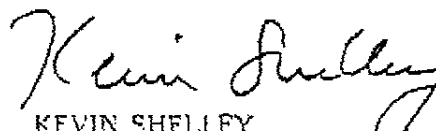
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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, business 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 May 5, 2004.




KEVIN SHELLEY
Secretary of State

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