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FOREIGN PROFIT QUALIFICATION

JL Holdings I, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	5
Estimated Charge	$78.75

including cover sheet

Electronic Filing Menu Corporate Filing Public Access Help

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JL HOLDINGS I, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

VERN S. BOTHWELL
(Name of Person)

JONES BOTHWELL & DION LLP
(Firm/Company)

44 MONTGOMERY STREET, SUITE 610
(Address)

SAN FRANCISCO, CA 94104
(City/State and Zip code)

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For further information concerning this matter, please call.

VERN S. BOTHWELL at (415) 951 8083
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ $70.00 Filing Fee

☐ $78.75 Filing Fee & Certificate of Status

☐ $78.75 Filing Fee & Certified Copy

☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

02/09/2005 12:28 FAX

⊠003/005

Audit No. H05000033736 3

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. JL HOLDINGS I, 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. DELAWARE
(State or country under the law of which it is incorporated)

3. 65-1241472
(FEI number, if applicable)

4. FEBRUARY 3, 2005
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. ______
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3000 Executive Parkway, Suite 515 San Ramon, CA 94583
(Principal office address)

3000 Executive Parkway, Suite 515 San Ramon, CA 94583
(Current mailing address)

8. MANAGEMENT OF REAL ESTATE BUSINESS
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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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.

C T Corporation System

JAMES A. BORDONARO
ASSISTANT SECRETARY

By: ______
(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 business addresses of officers and/or directors:

FL018 - 06/03/04 C T System Online

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A. DIRECTORS

Chairman: Matthew Schoenberg

Address: 3000 Executive Parkway, Suite 515 San Ramon, CA 94583

Director
~~Vice Chairman~~: Kenneth A. Freed

Address: 3000 Executive Parkway, Suite 515 San Ramon, CA 94583

Director: Donald S. Williams

Address: 120 Howard Street, Suite 550 San Francisco, CA 94105

Director: Joshua Feller

Address: 309 Sequoia Terrace Danville, CA 94506

Director: Jonathan Corr Address: 4347 Quail Run Lane Danville, CA 94506

B. OFFICERS

President: Matthew Schoenberg

Address: 3000 Executive Parkway, Suite 515 San Ramon, CA 94583

Vice President: Kenneth A. Freed

Address: 3000 Executive Parkway, Suite 515 San Ramon, CA 94583

Secretary: Kenneth A. Freed

Address: 3000 Executive Parkway, Suite 515 San Ramon, CA 94583

Treasurer: Matthew Schoenberg

Address: 3000 Executive Parkway, Suite 515 San Ramon, CA 94583

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

13. X

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

14. Kenneth A. Freed, Senior Vice President and Secretary

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

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JL HOLDINGS I, 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 FOURTH DAY OF FEBRUARY, A.D. 2005.

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: 3665470

DATE: 02-04-05