

To: FL Dept. of State
Subject: 000173-3804

From: Katie Wonsch

Monday, June 28, 2005 11:01 AM Page: 1 of 4

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

SUNSTONE SEA HARBOR LESSEE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

2005 JUN -6 A 10: 01

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO THE SECRETARY OF STATE
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA TALLAHASSEE, FLORIDA

1. Sunstone Sea Harbor Lessee, 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 3. 20-2786360
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/05/05 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 06/17/05
(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. 903 Calle Amanecer #100, San Clemente, CA 92673
(Principal office address)
- 903 Calle Amanecer #100, San Clemente, CA 92673
(Current mailing address)

8. hotel ownership
(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: 2731 Executive Park Drive, Suite 4

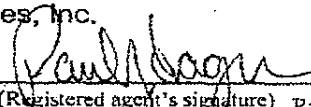
Weston, Florida 33331
(City) (Zip code)

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.

NRAI Services, Inc.

By:


(Registered agent's signature) Paul J. Hagan, Asst. 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Robert A. Alter

Address: 903 Calle Amanecer, #100

San Clemente, CA 92673

Vice Chairman: N/A

Address: _____

Director: Jon D. Kline

Address: 903 Calle Amanecer, #100

San Clemente, CA 92673

Director: Gary A. Stougaard

Address: 903 Calle Amanecer, #100

San Clemente, CA 92673

B. OFFICERS

President: Robert A. Alter

Address: 903 Calle Amanecer, #100

San Clemente, CA 92673

Vice President: Gary A. Stougaard

Address: 903 Calle Amanecer, #100

San Clemente, CA 92673

Secretary: Jon D. Kline

Address: 903 Calle Amanecer, #100, San Clemente, CA 92673

Treasurer: Jon D. Kline

Address: 903 Calle Amanecer, #100, San Clemente, CA 92673

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

13. _____

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

14. Jon D. Kline

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNSTONE SEA HARBOR LESSEE, 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 JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNSTONE SEA HARBOR LESSEE, INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2005.

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



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050468167

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3925988

DATE: 06-03-05

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