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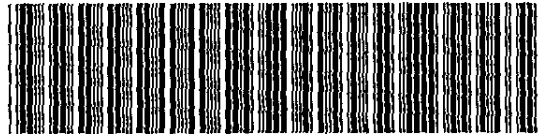
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CALIFORNIA BOARD OF LEGAL SPECIALIZATION

February 15, 2006

VIA FED EX

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Registration of Foreign Corporation
DOUGLAS WILSON COMPANIES

Dear Madame/Sir:

At your instruction, we have enclosed an original, fully completed application for registration including the cover letter, application for authorization, current certificate of status, and a check in the amount of \$87.50 to cover the filing fee, certificate of status and certified copy. Please return the filed registration package via Fed Ex using our account number: 1473-3081-2.

Thank you for your assistance. Please feel free to call if you have any questions.

Sincerely,



Melanie Fillmore for
GREG D. JUDKINS

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: DOUGLAS WILSON COMPANIES

(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:

Greg D. Judkins

(Name of Person)

Judkins, Glatt & Getz LLP

(Firm/Company)

530 B Street, Suite 1800

(Address)

San Diego, CA 92101

(City/State and Zip code)

For further information concerning this matter, please call:

Melanie Fillmore

(Name of Person)

at (619) 232-4604 x13

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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. DOUGLAS WILSON COMPANIES 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. 33-0498174
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/23/91 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 450 B Street, Suite 1900, San Diego, CA 92101
(Principal office address)
450 B Street, Suite 1900, San Diego, CA 92101
(Current mailing address)

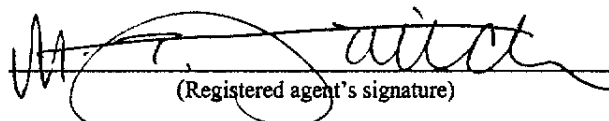
8. Asset Management
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System
Office Address: 1200 So. Pine Island Road
Plantation, Florida 33324
(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.


(Registered agent's signature)

M.T. FITZPATRICK
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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Douglas P. Wilson

Address: 450 B Street, Suite 1900
San Diego, CA 92101

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: Douglas P. Wilson

Address: 450 B Street, Suite 1900
San Diego, CA 92101

Director: _____

Address: _____

B. OFFICERS

President: Douglas P. Wilson, CEO

Address: 450 B Street, Suite 1900
San Diego, CA 92101

Vice President: _____

Address: _____

Secretary: Douglas P. Wilson

Address: 450 B Street, Suite 1900, San Diego, CA 92101

Treasurer: Douglas P. Wilson

Address: 450 B Street, Suite 1900, San Diego, CA 92101

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. Douglas P. Wilson, Chairman/CEO

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

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **23rd day of December, 1991, DOUGLAS WILSON COMPANIES** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; 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
February 10, 2006.



A handwritten signature in black ink, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State