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To: Division of Corporations  
Fax Number : (850) 617-6381

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

FOREIGN PROFIT/NONPROFIT CORPORATION

NLA ACQUISITION SUB 3, INC.

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TALLAHASSEE, FLORIDA

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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. NLA ACQUISITION SUB 3, 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. 42-1750178

(FEI number, if applicable)

4. DECEMBER 5, 2007

(Date of incorporation)

5. PERPETUAL

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

6. UPON FILING

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

7. 11526 SORRENTO VALLEY ROAD, SUITE D, SAN DIEGO, CALIFORNIA 92121

(Principal office address)

11526 SORRENTO VALLEY ROAD, SUITE D, SAN DIEGO, CALIFORNIA 92121

(Current mailing address)

8. TO ENGAGE IN ANY PURPOSE PERMISSIBLE UNDER THE LAWS OF THE STATE OF FLORIDA

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Dr., Ste 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.

  
(Registered agent's signature)

**Gabriel Hughes, 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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: ADAM A. STETTNER  
Address: 11526 SORRENTO VALLEY ROAD, SUITE D  
SAN DIEGO, CALIFORNIA 92121

Director: JAMES G. CLARK  
Address: 11526 SORRENTO VALLEY ROAD, SUITE D  
SAN DIEGO, CALIFORNIA 92121

B. OFFICERS

President: ADAM A. STETTNER  
Address: 11526 SORRENTO VALLEY ROAD, SUITE D  
SAN DIEGO, CALIFORNIA 92121

Vice President: JUSTIN D. DECRESCENTE  
Address: 11526 SORRENTO VALLEY ROAD, SUITE D  
SAN DIEGO, CALIFORNIA 92121

Secretary: DAVID S. MORI  
Address: 11526 SORRENTO VALLEY ROAD, SUITE D, SAN DIEGO, CALIFORNIA 92121

Treasurer: JAMES G. CLARK  
Address: 11526 SORRENTO VALLEY ROAD, SUITE D, SAN DIEGO, CALIFORNIA 92121

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. ADAM A. STETTNER, PRESIDENT AND DIRECTOR  
(Typed or printed name and capacity of person signing application)

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Question 12 - B - OFFICERS (continued)

NAME	TITLE	BUSINESS ADDRESS
Douglas S. Kaplan	VP Development	11526 Sorrento Valley Road, Suite D San Diego, CA 92121

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# Delaware

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NLA ACQUISITION SUB 3, 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 TENTH DAY OF MARCH, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NLA ACQUISITION SUB 3, INC." WAS INCORPORATED ON THE FIFTH DAY OF DECEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

APPROVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6437312

DATE: 03-10-08

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