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NO. 354 P. 1

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 588-1575

DIVISION OF CORPORATION

08 JUN -3 PM 1:03

RECEIVED

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**LAPLAYA PARTNERS, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MKS 6/4

**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. LAPLAYA PARTNERS, 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. 20-3372295**

(FEI number, if applicable)

**4. 6/23/05**

(Date of incorporation)

**5. Perpetual**

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

**6. 6/1/08**

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

**7. 10900 NE 4th Street, Suite 1000**

(Principal office address)

**Bellevue, WA 98004**

(Current mailing address)

**8. To serve as Managing Member of LaPlaya, LLC, a Florida limited liability company**

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

**Tallahassee**

(City)

, Florida **32301**

(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.*

**Corporation Service Company**

By: \_\_\_\_\_

(Registered agent's signature)

**Harry B. Davis**  
**Asst. Vice President**

**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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SECRETARY OF STATE

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

**A. DIRECTORS**~~Chairman:~~ (1) Co-Chairman: Patrick R. Colee

Address: 10900 NE 4th Street, Suite 1000, Bellevue, WA 98004

(2) Co-Chairman: to be appointed

~~Vice Chairman:~~ Director: Katherine G. Sproul

Address: 2600 Golden Gate Parkway, Naples, FL 34101

Director: John M. Donoghue

Address: 10900 NE 4th Street, Suite 1000, Bellevue, WA 98004

Director: Carrie Tillman

Address: Entity Services (SPV), LLC

103 Foulk Road, Suite 200, Wilmington, DE 19803

**B. OFFICERS**~~President:~~ Co-Chief Executive Officer: Patrick R. Colee

Address: 10900 NE 4th Street, Suite 1000, Bellevue, WA 98004

Co-Chief Executive Officer: to be appointed

~~Vice President:~~ Co-President: Juliet C. Sproul

Address: 2600 Golden Gate Parkway, Naples, FL 34101

Co-President, Patrick R. Colee

Secretary: 10900 NE 4th Street, Suite 1000, Bellevue, WA 98004

Address:

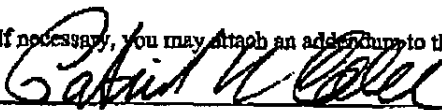
Treasurer: Vice President and Treasurer: Michael J. Benecke

Address: 10900 NE 4th Street, Suite 1000, Bellevue, WA 98004

see attached . . .

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. Patrick R. Colee, Co-Chief Executive Officer

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

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**LA PLAYA PARTNERS, INC.**

**B. OFFICERS:**

**Vice President and Secretary:**

**Katherine G/. Sproul, 2600 Golden Gate Parkway, Naples, FL 34101**

**Vice President and Assistant Secretary:**

**M. P. Dyer, 10900 NE 4th Street, Suite 1000, Bellevue, WA 98004**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAPLAYA PARTNERS, 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. 2008.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LAPLAYA PARTNERS, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2005.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6631209

DATE: 06-03-08