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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: DOUGLAS ALLRED INVESTMENT COMPANY

AUDIT NUMBER.....H96000012354

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

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LL9/s  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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. Douglas Allred Investment Company  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California  
(State or country under the law of which it is incorporated)
3. 33-0661718  
(FEI number, if applicable)
4. April 11, 1995  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. September 30, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 1660 North Hotel Circle, Suite 200  
San Diego, California 92108  
(Current mailing address)
8. Real Estate development and asset management  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**Name: F&L Corp.Office Address: 200 Laura StreetJacksonville, Florida, 32202

(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.

F&amp;L Corp.

Charles V. Hedrich

(Registered agent's signature), Authorized signatory

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 the corporate records in the jurisdiction under the law of which it is incorporated.

Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000

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

## A. DIRECTORS

Chairman: Douglas O. AllredAddress: 1660 Hotel Circle North, Suite 200, San Diego, CA 92108-2882

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

## B. OFFICERS

President: Douglas O. AllredAddress: 1660 Hotel Circle North, Suite 200, San Diego, CA 92108-2882Vice President: Douglas L. HillAddress: 1660 Hotel Circle North, Suite 200, San Diego, CA 92108-2882Secretary: Douglas L. HillAddress: 1660 Hotel Circle North, Suite 200, San Diego, CA 92108-2882Treasurer: Douglas L. HillAddress: 1660 Hotel Circle North, Suite 200, San Diego, CA 92108-2882

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

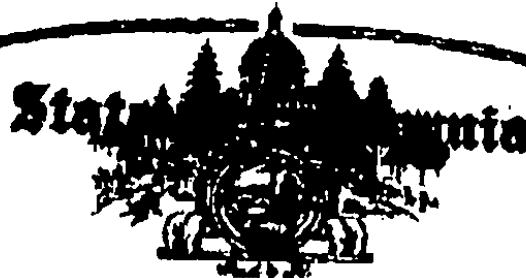
13. Douglas L. Hill

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas L. Hill, Secretary

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

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DIVISION OF CORPORATIONS



**SECRETARY OF STATE**

**CERTIFICATE OF STATUS  
DOMESTIC CORPORATION**

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 11th day of April, 19 95

**DOUGLAS ALLIED INVESTMENT COMPANY**

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

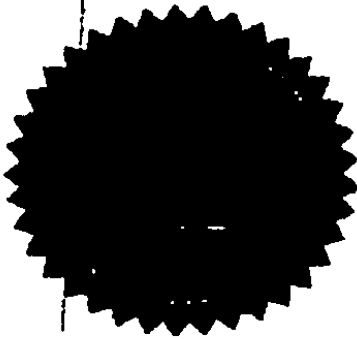
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

September 4, 1996



*Bill Jones*

Secretary of State

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SECRETARY OF STATE  
OFFICE OF THE SECRETARY OF STATE