

# F960000004543

## Sullivan Wertz McDade & Wallace

A PROFESSIONAL CORPORATION

LAWYERS

SANDRA J. BROWER  
KEVIN A. CAHILL  
RICHARD T. FORSYTH  
ERIN M. GEE  
GEORGE BURKE HINMAN  
J. MICHAEL MCDADE  
REBECCA MICHAEL  
JOHN S. MOOT  
ELAINE A. ROGERS  
BARRY J. SCHULTZ  
LEO SULLIVAN  
BRUCE R. WALLACE  
JOHN ROSS WERTZ  
PAMELA LAWTON WILSON

945 FOURTH AVENUE  
SAN DIEGO, CALIFORNIA 92101

TELEPHONE (619) 233-1888  
FACSIMILE (619) 696-9476  
E-MAIL SWMTW@OOL.COM

July 6, 1998

OF COUNSEL  
EVAN S. RAVICH

JANE A. WHITWORTH  
ADMINISTRATOR

State of Florida  
Department of State, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002585139--6  
-07/10/98--01050--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Douglas Allred Investment Company, A Foreign Corporation  
Amendment to Application for Authorization to Transact Business in Florida

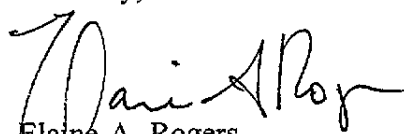
Dear Sir or Madam:

Enclosed for filing, on behalf of Douglas Allred Investment Company, is an Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business in Florida along with a check in the amount of \$35 for the filing fee. Please file this document upon receipt, file stamp the enclosed copy, and return it to me. A return envelope is enclosed for your convenience.

Also, please note on your records that the address for Douglas Allred Company is no longer 1600 North Hotel Circle, Suite 200, San Diego, California 92108. The new address is 11512 El Camino Real, Suite 100, San Diego, California 92130.

If you have any questions or comments, please call.

Sincerely,



Elaine A. Rogers  
of

SULLIVAN WERTZ MCDADE & WALLACE  
A Professional Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 10 PM 1:46

Enclosures

cc: Douglas Allred Company  
Attn: Diane Milgrim

Name Change

8/10/98

Sp



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 16, 1998

ELAINE A. ROGERS  
SULLIVAN WERTZ MCDADE & WALLACE  
945 FOURTH AVENUE  
SAN DIEGO, CA 92101

SUBJECT: DOUGLAS ALLRED INVESTMENT COMPANY  
Ref. Number: F96000004543

We have received your document for DOUGLAS ALLRED INVESTMENT COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 398A00037810

## Sullivan Wertz McDade & Wallace

A PROFESSIONAL CORPORATION

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OF COUNSEL  
EVAN S. RAVICH

JANE A. WHITWORTH  
ADMINISTRATOR

August 6, 1998

State of Florida  
Department of State, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Douglas Allred Investment Company, A Foreign Corporation  
Amendment to Application for Authorization to Transact Business in Florida

Dear Sir or Madam:

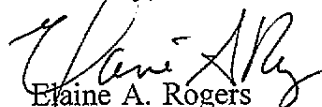
Enclosed is a copy of your letter dated July 16, 1998 requesting an original, duly authenticated certificate from the state of Douglas Allred Investment Company's state of incorporation evidencing the change of its name. In response, enclosed is an original certified copy of the Amendment of Articles of Incorporation issued by the California Secretary of State. This evidences that Douglas Allred Investment Company changed its name to Douglas Allred Company on January 1, 1998.

Accordingly, enclosed for filing, on behalf of this corporation, is an Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business in Florida. I understand you still have our check in the amount of \$35 for the filing fee. Please file this document upon receipt, file stamp the enclosed copy, and return it to me. A return envelope is enclosed for your convenience.

Also, please note on your records that the address for Douglas Allred Company is no longer 1600 North Hotel Circle, Suite 200, San Diego, California 92108. The new address is **11512 El Camino Real, Suite 100, San Diego, California 92130.**

If you have any questions or comments, please call.

Sincerely,



Elaine A. Rogers

or

SULLIVAN WERTZ MCDADE & WALLACE  
A Professional Corporation

Enclosures

cc: Douglas Allred Company, Attn: Diane Milgrim

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Douglas Allred Investment Company  
Name of corporation as it appears on the records of the Department of State.
2. California 3. September 5, 1996  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 1998
5. Douglas Allred Company  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

Douglas Allred Company

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

Signature

Douglas L. Hill

Typed or printed name

6/4/98  
Date

Secretary

Title

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 10 PM 1:46

# State of California



SECRETARY OF STATE



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

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

AUG 04 1998



*Bill Jones*

Secretary of State

A0502130

# 1921772  
CERTIFICATE OF AMENDMENT  
OF

FILED 30  
In the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION  
OF  
DOUGLAS ALLRED INVESTMENT COMPANY

JAN - 1 1998  
Bill Jones  
BILL JONES, Secretary of State

Douglas O. Allred and Douglas L. Hill certify that:

1. They are the president and the secretary, respectively, of Douglas Allred Investment Company, a California corporation.
2. Article I. of the articles of incorporation of this corporation is amended to read as follows:

"I.

The name of the Corporation is Douglas Allred Company."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of this corporation is one hundred (100). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 16, 1997

Douglas O. Allred  
Douglas O. Allred, President

Douglas L. Hill  
Douglas L. Hill, Secretary



1921772

A460380

FILED  
in Office of the Secretary of State  
of the State of California

NOTICE:

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

APR 27 1995

Bill Jones  
BILL JONES Secretary of State

Douglas O. Allred and Douglas L. Hill certify that:

1. They are the president and secretary, respectively, of Allred Holding Company, a California corporation.
2. Article I. of the articles of incorporation of this corporation is amended to read as follows:

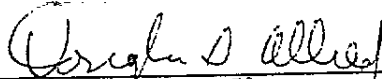
"I.


The name of the Corporation is Douglas Allred Investment Company."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is one hundred (100). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 25, 1995

  
Douglas O. Allred  
President

  
Douglas L. Hill  
Secretary

CONSENT TO USE OF CORPORATE NAME

The undersigned, Douglas L. Hill, Vice President and Secretary of Douglas Allred Company, a California corporation, hereby consents and agrees to the use of "Douglas Allred Investment Company", as a corporate name in the State of California.

DOUGLAS ALLRED COMPANY

By:



Douglas L. Hill  
Vice President and Secretary