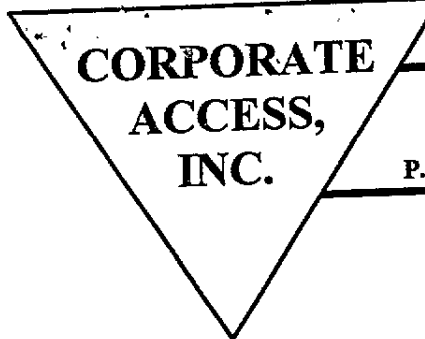


F 99000003567



236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 6/30/99 11:00 (i)

X CERTIFIED COPY 2 quantity

X CUS gs

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X FILING Foreign qual.

1.) Johnson Development Corporation
(CORPORATE NAME & DOCUMENT #) W99-15170

2.)
(CORPORATE NAME & DOCUMENT #)

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-06/30/99--01009--021
*****96.25 *****96.25

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 12 PM 2:45

7/12/99 4:15

SPECIAL INSTRUCTIONS

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99 JUL 30 AM 10:00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 30, 1999

CORPORATE ACCESS, INC.
236 EAST 6TH AVE
TALLAHASSEE, FL 32303

SUBJECT: JOHNSON DEVELOPMENT CORPORATION
Ref. Number: W99000015170

Corroled
7/12/99
(Signature)

We have received your document for JOHNSON DEVELOPMENT CORPORATION and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00034476

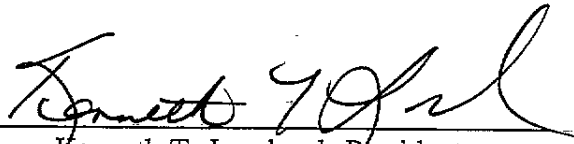
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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Kenneth T. Lombard, do hereby certify that this Resolution of the Board of Directors of Johnson Development Corporation a corporation duly organized under the laws of the State of California, was duly adopted on July 1, 1999. Be it resolved, that Johnson Development Corporation organized and existing in the State of California, hereby adopts the name Johnson Development Corporation of California for use in Florida.

Dated: July 1, 1999



Kenneth T. Lombard, President

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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. Johnson Development Corporation
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 15, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9100 Wilshire Blvd., Suite 1000 West
Beverly Hills, California 90212
(Current mailing address)

8. Real estate acquisition, ownership, sale and 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 or Mail Drop Box NOT acceptable)

Name: Paracorp Incorporated

Office Address: 236 East 6th Avenue

Tallahassee, Florida, 32303
(Zip code)

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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.

Denise Zoller Assistant Secretary
(Registered agent's signature)

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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: See attached addendum listing directors

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Kenneth T. Lombard

Address: 9100 Wilshire Blvd., Suite 1000 West

Beverly Hills, California 90212

Vice President: Earleatha Johnson

Address: 9100 Wilshire Blvd., Suite 1000 West

Beverly Hills, California 90212

Secretary: Earvin Johnson, Jr.

Address: 9100 Wilshire Blvd., Suite 1000 West

Beverly Hills, California 90212

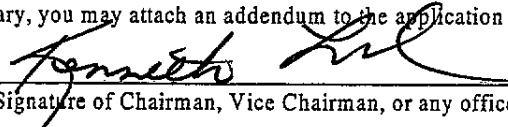
Treasurer: Kenneth T. Lombard

Address: 9100 Wilshire Blvd., Suite 1000 West

Beverly Hills, California 90212

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth T. Lombard, President
(Typed or printed name and capacity of person signing application)

**Addendum
to
Application by Foreign Corporation
for
Authorization to Transact Business in Florida**

Item 12. A. (List of Directors)

Director: Earvin Johnson, Jr.
Address: 9100 Wilshire Blvd., Suite 1000 West
Beverly Hills, California 90212

Director: Kenneth T. Lombard
Address: 9100 Wilshire Blvd., Suite 1000 West
Beverly Hills, California 90212

Director: Earleatha Johnson
Address: 9100 Wilshire Blvd., Suite 1000 West
Beverly Hills, California 90212

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL 12 PM 2:15

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

That on the 15th day of September, 19 93,

JOHNSON DEVELOPMENT CORPORATION

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

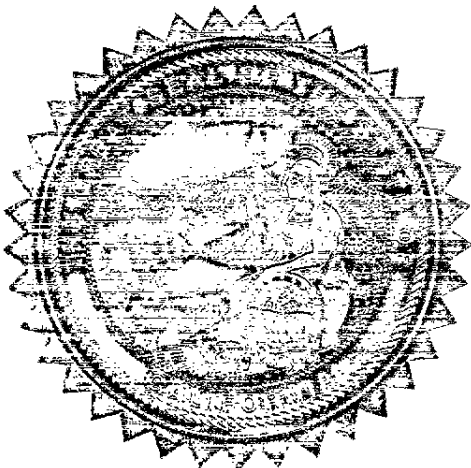
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

June 7, 1999



Bill Jones

Secretary of State