

M00000002458



ACCOUNT NO. : 072100000032  
REFERENCE : 915775 5018736  
AUTHORIZATION : Patricia Pizeto  
COST LIMIT : \$ 335.00

ORDER DATE : December 04, 2000  
ORDER TIME : 10:42 AM  
ORDER NO. : 915775-005  
CUSTOMER NO: 5018736  
CUSTOMER: Ms. Dollie Lewis  
Conam Management Corporation  
1764 San Diego Ave.  
San Diego, CA 92110-1997

FOREIGN FILINGS

300003484253--1

NAME: WILLA SPRINGS INVESTORS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- \* 6 \* CERTIFIED COPY
- PLAIN STAMPED COPY
- \* 6 \* CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: JP  
12400

RECEIVED  
DEPARTMENT OF STATE  
BUREAU OF CONSUMER PROTECTION

00DEC-4 AM 8:07

TO AGENCY OF  
SUFFICIENCY OF FILING

00 DEC -4 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Willa Springs Investors LLC  
(Name of foreign limited liability company)
2. Delaware 3. Applied for  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 30, 2000 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1764 San Diego Avenue, San Diego CA 92110-1997  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Continental American Properties, Ltd., Managing Member

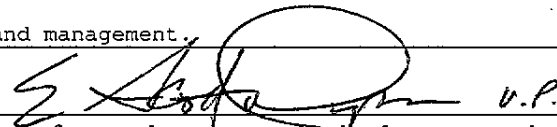
1764 San Diego Avenue

San Diego, CA 92110

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Real estate ownership and management.

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
E. Scott Dupree, Vice President of the General Partner  
the Managing Member.

Typed or printed name of signee

00 DEC -4 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

APPROVED  
AND  
FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Willa Springs Investor's LLC

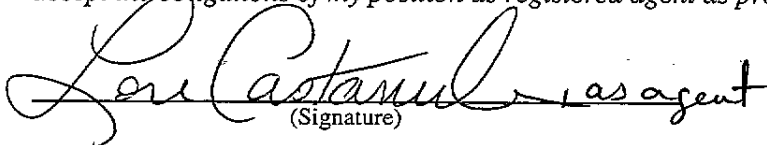
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company  
(Name)

1201 Hays Street  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee                      FL                      32301  
City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

00 DEC -4 PM 12: 31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLA SPRINGS INVESTORS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 081113  
DATE: 12-01-00

00 DEC -11 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA  
APPROVED  
AND  
FILED

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