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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 453296 7403074
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 160.00

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 20, 2004
ORDER TIME : 11:58 AM
ORDER NO. : 453296-005
CUSTOMER NO: 7403074
CUSTOMER: Ms. Melanie J. Bosman
Swidler, Berlin, Shereff &
523 Mccolley Street
Milford, DE 19963

FOREIGN FILINGS

NAME: EMERALD BAY CLUB GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

**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. EMERALD BAY CLUB GP LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0760329
(FEI number, if applicable)
4. February 17, 2003
(Date of Organization)
5. perpetual
(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. 5510 Morehouse Rd, Suite 200, San Diego, CA 92121
(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:
- FF Properties, Inc.
- 5510 Morehouse Drive, Suite 200
- San Diego, CA 92121
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 development

SEE ATTACHED
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.)
Stanley P. Herzkovitz
Typed or printed name of signee

**[SIGNATURE PAGE TO APPLICATION BY FOREIGN LIMITED
LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA]**

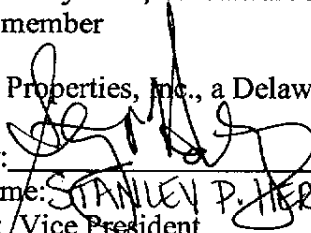
EMERALD BAY CLUB LP, a Florida limited partnership

By: Emerald Bay Club GP LLC, a Delaware limited liability company, its General Partner

By: Emerald Bay Club Operating Company LLC, a Delaware limited liability company, its sole member

By: FF Emerald Bay LLC, a Delaware limited liability company, its managing member

By: FF Properties, Inc., a Delaware corporation, its Manager

By: 
Name: STANLEY P. HERSKOVITZ 2-19-04
Its: Vice President

**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:

Emerald Bay Club GP 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.

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

Delaware

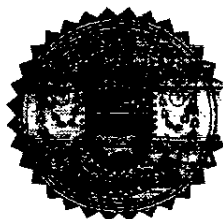
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMERALD BAY CLUB GP 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 TWENTY-THIRD DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMERALD BAY CLUB GP LLC" WAS FORMED ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2004.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3765688 8300

AUTHENTICATION: 2945544

040126116

DATE: 02-23-04