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SCCEPLATOR STATE
ALLAHASSEE FLORIDA



ACCOUNT NO.

072100000032

REFERENCE

AUTHORIZATION

COST LIMIT

ORDER DATE: February 25, 2004

ORDER TIME : 3:50 PM

ORDER NO. : 459527-005

CUSTOMER NO: 7403074

CUSTOMER: Ms. Melanie J. Bosman

Swidler, Berlin, Shereff &

523 Mccolley Street

Milford, DE 19963

FOREIGN FILINGS

NAME: FF MONTE VISTA LLC

XXXX QUALIFICATION (TYPE: <u>LL</u>)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

KKK CERTIFIED COPY

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT#2940

EXAMINER:

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTE LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1. FF Monte Vista LLC (Name of foreign limited liability company) 2. Delaware 3. applied for (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 4. January 28, 2004 5. perpetual (Duration: Year limited liability company will cease to (Date of Organization) 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 Road, Suite 200, San Diego, (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 Road, 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 investment and development 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.) JOHN J. FEEHKN JR

Typed or printed name of signee

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

FF MONTE VISTA LLC

By: FF Properties, Inc., its Manager

Name: JOHN S. FE Title: 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 Comp	oany is:		
2. The name and the Florida street address	of the regist	ered agent and office are:	
Corporat	ion Servi	ce Company	
	(Name)		
	Ol Hays S		
Florida street add	iress (P.O. Bo)	NOT ACCEPTABLE)	
Tallahassee	FL	32301	
(0	City/State/Zip)		
Having been named as registered agent and liability company at the place designated in t			

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.

Weborah D. Skipper Deborah D. Skipper (Signature) 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 "FF MONTE VISTA 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-FIFTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FF MONTE
VISTA LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D.
2004.

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



Varriet Smith Windson Harriet Smith Windson, Secretary of State

AUTHENTICATION: 2952102

DATE: 02-25-04

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