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TALLAHASSEE, FLORIDA

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WAGNER, ANASTOPULOS & LYNN, LLP

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

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SUITE 1601
701 B STREET
SAN DIEGO, CALIFORNIA 92101-8112

VIA FEDERAL EXPRESS

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TELEPHONE 702-0340
FACSIMILE 702-0349

FILE NO.

April 7, 2004

FLORIDA SECRETARY OF STATE
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: *Nipsy Properties I, LLC*

Dear Secretary of State:

Enclosed for filing are the following original documents to be filed with your office regarding the above-referenced Nevada limited liability company:

1. Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida, with attached Nevada Certificate of Good Standing;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. A check in the amount of \$160.00 to cover the following fees:
 - (a) Filing Fee for Application (\$100.00)
 - (b) Designation of Registered Agent (\$25.00)
 - (c) Certified Copy (\$30.00)
 - (d) Certificate of Status (\$5.00)

Please return (a) a letter of acknowledgment, (b) a certified copy, and (c) Certificate of Status in the enclosed envelope. If you have any questions or comments, please do not hesitate to call me.

Sincerely,

WAGNER, ANASTOPULOS & LYNN, LLP

By: 
L. MAXWELL ANASTOPULOS

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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 REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NIPSY PROPERTIES I, LLC
(Name of foreign limited liability company)
2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-3109796
(FEI number, if applicable)
4. November 10, 2003
(Date of Organization)
5. December 31, 2043
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 31, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10255 South Fairlane Road
Yuma, Arizona 85367
(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:

William D. Gotses
701 B Street, Suite 1601
San Diego, California 92101-8112

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

William D. Gotses, Manager
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.)

William D. Gotses

Typed or printed name of signee

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SECTION OF STATE
TALLAHASSEE, FLORIDA

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**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:

NIPSY PROPERTIES I, LLC

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

Benno Janssen III

(Name)

8361 Currency Drive, Suite 1

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

West Palm Beach FL 33404

(City/State/Zip)

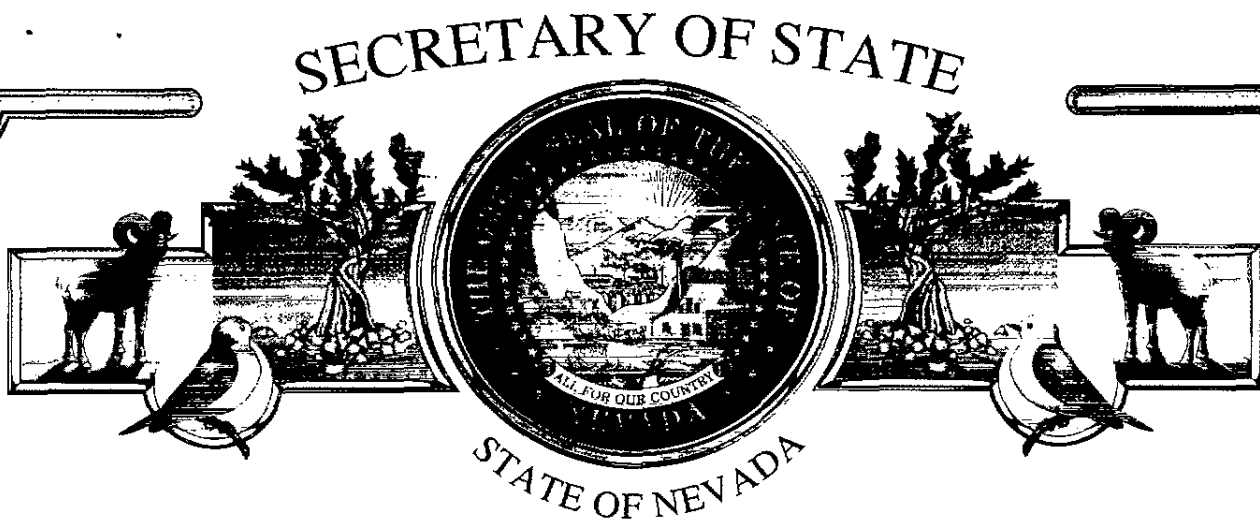
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Benno Janssen III
(Signature)

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

04 APR - 8 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NIPSY PROPERTIES I, LLC**, as a limited-liability company duly organized under the laws of **NEVADA** and existing under and by virtue of the laws of the State of Nevada since November 10, 2003, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on November 10, 2003.

DEAN HELLER
Secretary of State

By

Certification Clerk