

NATIONAL RECREATIONAL PROPERTIES OF DIAMONDHEAD, LLC

One Mauchly
Irvine, California 92618
Legal Department
Telephone: (949) 699-4253
Facsimile: (949) 454-7456

January 12, 2006

VIA FEDERAL EXPRESS

Florida Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: National Recreational Properties of Diamondhead, LLC;
Qualification in Florida**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JAN 18 PM 4:06

Dear Sir:

Enclosed for filing are the original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida in connection with the above-referenced entity, together with a Good Standing Certificate. Also enclosed is our check in the amount of \$160.00 to cover the filing costs.

Please file the original and return a certified copy to us, together with a Certificate of Status. We have enclosed a Federal Express envelope for your convenience.

Thank you.

Please call us should you have any questions. Thank you.

Very truly yours,

**NATIONAL RECREATIONAL PROPERTIES OF
DIAMONDHEAD, LLC**

Ethel George

Ethel George, Legal Assistant to
Michael L. Schack, General Counsel

**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:

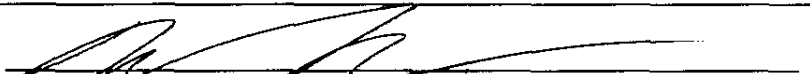
1. NATIONAL RECREATIONAL PROPERTIES OF DIAMONDHEAD, LLC
(Name of Foreign Limited Liability Company)
2. ARKANSAS
(Jurisdiction under the law of which foreign limited liability company is organized)
3. (unavailable at this time)
(FEI number, if applicable)
4. JAN. 4, 2006
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. ONE MAUCHLY
IRVINE, CALIFORNIA 92618
(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:
JEFFREY P. FRIEDEN, ONE MAUCHLY, IRVINE, CA 92618
ROBERT D. FRIEDMAN, ONE MAUCHLY, IRVINE, CA 92618

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: _____

PURCHASE AND SALE OF REAL PROPERTY


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.)

MICHAEL L. SCHACK, ESQ., GENERAL COUNSEL

Typed or printed name of signee

**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:

NATIONAL RECREATIONAL PROPERTIES OF DIAMONDHEAD, LLC

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

NATIONAL RECREATIONAL PROPERTIES OF SUN 'N LAKES, LLC
(Name)

211 U.S. HIGHWAY 27 NORTH

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

SEBRING

FL

33870

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, Florida Statutes.


(Signature)

Michael L. Schack, General Counsel

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
2006 JAN 18 PM 3:00



Arkansas Secretary of State Charlie Daniels

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

CERTIFICATE OF GOOD STANDING

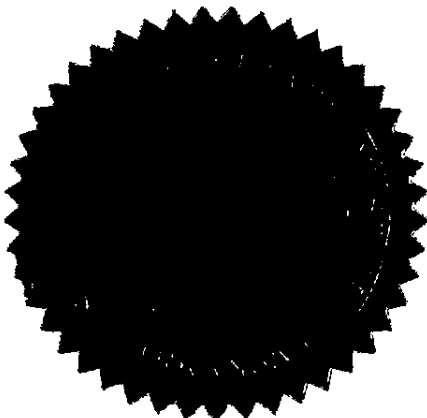
I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show

NATIONAL RECREATIONAL PROPERTIES OF DIAMONDHEAD, LLC

authorized to transact business in the State of Arkansas as a Limited Liability Company filed Articles of Organization in this office January 04, 2006.

Our records reflect that said entity, having complied with all statutory requirements in the State of Arkansas, is qualified to transact business in this State.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 4th day of January 2006.

Charlie Daniels

Charlie Daniels
Secretary of State

By: *S. VanCamp*
S. VanCamp