

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Morgan Group Maitland, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 608.508, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Morgan Group Maitland, L.L.C.
(Name of Foreign Limited Liability Company)
- 2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. N/A
(FEI number, if applicable)
- 4. 4/1/06
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. 5606 South Rice Avenue, Houston, Texas 77081
(Street Address of Principal Office)

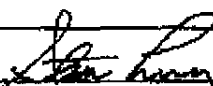
8. If limited liability company is a manager-managed company, check here

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

- Michael S. Morgan, Manager- 5906 South Rice Avenue, Houston, Texas 77081
- I. Ronald Morgan, Manager- 1910 Palomar Point Way, Suite 101, Carlsbad, CA 92008

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 Development



 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), the execution of this document constitutes
 an affirmation under the penalties of perjury that the facts stated herein are true.)
 Stanley D. Levy, Vice President

 Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Morgan Group Mattland, L.L.C.

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

Jon C. Wood

(Name)

480 North Orlando Avenue, Suite 0222

(Florida Street Address (P.O. Box NOT ACCEPTED))

Winter Park, FL 32789

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above named 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.

Jon C. Wood
(Signature)

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Morgan Group Maitland, L.L.C. (filing number: 800636521), a Domestic Limited Liability Company (LLC), was filed in this office on April 04, 2006.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 04, 2006.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State