



THE UNITED STATES CORPORATION COMPANY

M97000000739

ACCOUNT NO. : 072100000032

REFERENCE : 594034 7063A

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 285.00

ORDER DATE : November 7, 1997

ORDER TIME : 1:19 PM

ORDER NO. : 594034-005

CUSTOMER NO: 7063A

300002343033--0

CUSTOMER: Diana L. Farace, Legal Asst
Real Property Services Corp.
1935 Camino Vida Roble
Carlsbad, CA 92008

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97 NOV 10 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: KENDALL LAKE TOWERS, LLC

QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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BRANCH OF CORPORATION
97 NOV 10 PM 1:57

**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:*

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1. KENDALL LAKE TOWERS, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. NEVADA 3. 33-0727865
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. OCTOBER 11, 1996 5. DECEMBER 31, 2036
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING WITH FLORIDA SECRETARY OF STATE
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1935 CAMINO VIDA ROBLE
CARLSBAD, CA 92008-6599
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>REAL PROPERTY SERVICES CORP.</u>	<u>MGRM</u>	_____	_____
<u>1935 CAMINO VIDA ROBLE</u>		_____	_____
<u>CARLSBAD, CA 92008-6599</u>		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____

F9300000192

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: KENDALL LAKE TOWERS, LLC

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY
(Name)

1201 HAYS STREET
(P.O. Box not acceptable)

TALLAHASSEE, FL 32301
(City/State/Zip)

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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.

BY: Karen B. Rozar
(Signature)

11-7-97
(Date)

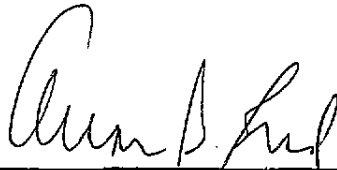
Karen B. Rozar, As Its Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of _____
KENDALL LAKE TOWERS, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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TALLAHASSEE FLORIDA

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, and limited-liability partnerships 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, **KENDALL LAKE TOWERS, 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 October 11, 1996 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 4, 1997.



Dean Heller

Secretary of State

By

D. Garmier

Certification Clerk

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TALLAHASSEE FLORIDA