

ACCOUNT NO. :

072100000032

REFERENCE :

507238

AUTHORIZATION :

COST LIMIT

\$ 325.00

ORDER DATE: December 7, 1999

ORDER TIME: 11:46 AM

ORDER NO. : 507238-010

CUSTOMER NO: 5018736

800003065558--5

CUSTOMER: Ms. Dollie Lewis

Conam Management Corporation

1764 San Diego Ave.

San Diego, CA 921101997

FOREIGN FILINGS

NAME:

PARROT'S LANDING PHASE II LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY - 5 COPIES

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING - 10 GOOD STANDINGS

CONTACT PERSON: Janine Lazzarini

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. | Parrot's Landing Phase II LLC | | | | |
|-----|---|--|--|--|--|
| | (Name of foreign limited liability company) | | | | |
| 2. | Delaware 3. 33-0882970 | | | | |
| | Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) | | | | |
| 4. | December 2, 1999 5. 2025 | | | | |
| | (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") | | | | |
| 6. | The filing date of this application for qualification in Florida. | | | | |
| ٠. | (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) | | | | |
| 7. | 1764 San Diego Avenue | | | | |
| | San Diego, California 92110 | | | | |
| | (Street address of principal office) | | | | |
| 8. | If limited liability company is a manager-managed company, check here | | | | |
| 9. | The usual business addresses of the managing members or managers are as follows: | | | | |
| | Parrot's Landing Investors LLC, Managing Member | | | | |
| | 1764 San Diego Avenue | | | | |
| | San Diego, CA 92110 | | | | |
| | | | | | |
| the | Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a inslation 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 | | | | |
| | and Management | | | | |
| | Parrot's Landing Investors LLC, Managing Member By: Continental American Properties, Ltd., Member | | | | |
| | 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 ferjury that the facts stated herein are true.) By: | | | | |

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 Compa | any is: | |
|-----------------|--|---|-------------|
| Parrot's | Landing Phase II_L | LC | |
| 2. The name and | I the Florida street address o | of the registered agent and office are: | |
| | Corporation Seri | vce Company | |
| | | (Name) | |
| | 1201 Hays Street | | TAPEC TAPEC |
| | Florida street address (P.O. Box NOT ACCEPTABLE) | | |
| | Tallahassee | FL 32301 | PH 2 |
| - | City/State/Zip | | |
| 77 | | a accent service of process for the ab | |

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..

Welcorah D. Skipper (Signature)

Deborah D. Skipper as its agent

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

$State\ of\ Delaware$

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "PARROT'S LANDING PHASE II 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 THIRD DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PARROT'S LANDING PHASE II LLC" WAS FORMED ON THE SECOND DAY OF DECEMBER,

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

0116173

DATE: 12-03-99

3135198 8300

991516357