



State of California
Kevin Shelley
Secretary of State

File # 200426810323

FILED
 in the office of the Secretary of State
 of the State of California

SEP 22 2004

Kevin Shelley
 KEVIN SHELLEY, SECRETARY OF STATE

**LIMITED LIABILITY COMPANY
 APPLICATION FOR REGISTRATION**

A \$70.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

1. NAME UNDER WHICH THE FOREIGN LIMITED LIABILITY COMPANY PROPOSES TO REGISTER AND TRANSACT BUSINESS IN CALIFORNIA:
 (End the name with the words "Limited Liability Company," "Ltd. Liability Co." or the abbreviations "LLC" or "L.L.C.")
 NNP-Stonegate Merriam, LLC

2. NAME OF THE FOREIGN LIMITED LIABILITY COMPANY, IF DIFFERENT FROM THAT ENTERED ABOVE:

3. THIS FOREIGN LIMITED LIABILITY COMPANY WAS FORMED ON Sept 20 2004 IN Delaware
 (MONTH) (DAY) (YEAR) (STATE OR COUNTRY)
 AND IS AUTHORIZED TO EXERCISE ITS POWERS AND PRIVILEGES IN THAT STATE OR COUNTRY.

4. NAME OF THE AGENT FOR SERVICE OF PROCESS IN THIS STATE, AND CHECK THE APPROPRIATE PROVISION BELOW:
 National Registered Agents, Inc. WHICH IS,
 AN INDIVIDUAL RESIDING IN CALIFORNIA. PROCEED TO ITEM 5.
 A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO SECTION 1505. PROCEED TO ITEM 6.

5. IF AN INDIVIDUAL, CALIFORNIA ADDRESS OF THE AGENT FOR SERVICE OF PROCESS:
 ADDRESS
 CITY STATE CA ZIP CODE

6. IN THE EVENT THE ABOVE AGENT FOR SERVICE OF PROCESS RESIGNS AND IS NOT REPLACED, OR IF THE AGENT CANNOT BE FOUND OR SERVED WITH THE EXERCISE OF REASONABLE DILIGENCE, THE SECRETARY OF STATE OF THE STATE OF CALIFORNIA IS HERESY APPOINTED AS THE AGENT FOR SERVICE OF PROCESS OF THIS FOREIGN LIMITED LIABILITY COMPANY.

7. ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE: CITY STATE ZIP CODE
 9404 Genesee Avenue La Jolla CA 92037

8. ADDRESS OF THE PRINCIPAL OFFICE IN CALIFORNIA, IF ANY: CITY STATE ZIP CODE
 9404 Genesee Avenue La Jolla CA 92037

9. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY: (FOR INFORMATION PURPOSES ONLY.)
 Real Estate Development

10. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.
 SIGNATURE OF AUTHORIZED PERSON _____ DATE September 20, 2004
 Please see attached
 TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON _____

11. RETURN TO:
 NAME LuAnn Chu
 FIRM Charles Baclet and Associates, Inc.
 ADDRESS 2030 Main Street Suite 1030
 CITY/STATE Irvine, CA 92614
 ZIP CODE

Signature Page
to State of California Application for Registration

NNP-Stonegate Merriam, LLC
a Delaware limited liability company

By: Newland National Partners, L.P.
A California limited partnership
Its Member

200426810323

By: American Newland, LLC
A Delaware limited liability company

By: Martha K. Guy
Martha K. Guy
Vice President and Secretary

By: Dolores A. Valle
Dolores A. Valle
Assistant Secretary

September 17, 2004

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NNP-STONEGATE MERRIAM, 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 TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2004.

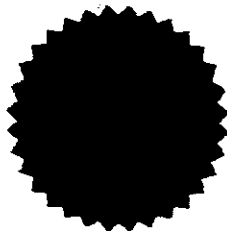
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NNP-STONEGATE MERRIAM, LLC" WAS FORMED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2004.

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

200426810323

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3354324

DATE: 09-21-04