

**A94000000 830**  
**STIDHAM & ASSOCIATES, P.S.C.**

ATTORNEYS AT LAW

Two Paragon Centre, Suite 320  
2343 Alexandria Drive  
Lexington, Kentucky 40504  
Phone: (859) 219-2255  
Fax: (859) 219-3395  
E-mail: info@stidhamlaw.com  
Web site: www.stidhamlaw.com

Garnie Cliff Stidham  
cliff@stidhamlaw.com

July 18, 2002

**VIA REGISTERED MAIL**  
**RETURN RECEIPT REQUESTED**

Lynn C. Stidham  
lynn@stidhamlaw.com

John N. Brugger, III\*  
john@stidhamlaw.com  
\*also admitted in Florida

Florida Department of State  
Division of Corporations  
P.O. 6327  
Tallahassee, FL 32314

700006599987--5  
-07/24/02--01010--007  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Kimberly C. Broughman†  
kimberly@stidhamlaw.com  
†also admitted in Ohio

RE: The Cole Family Limited Partnership (the "Partnership") Doc. No.  
A94000000830

Of Counsel:  
Bing I. Bush, Jr\*  
\*also admitted in California

Helen S. Miller,  
Paralegal

Cheryl Alford,  
Office Administrator

Dear Sir/Madam:

We are enclosing for filing the executed originals of the Amendment and Restated Certificate of Limited Partnership, Supplemental Affidavit of Capital Contributions, and Acceptance of Registered Agent for the Partnership. Enclosed also please find two (2) checks in the amount of \$1,750.00 and \$52.50 for the requisite filing fees.

Finally, enclosed are copies of the executed originals of the above documents. Please date stamp and return them to us in the enclosed self-addressed stamped envelope to confirm your receipt and filing of the above documents. If you have any questions or concerns with respect to this filing, please do not hesitate to contact me.

Very truly yours,

**STIDHAM & ASSOCIATES**

  
John N. Brugger, III

JNB/klp  
Enclosures

cc: Vernon J. Cole, President  
Charles D. Cole, Vice President  
G. Cliff Stidham, Esquire

H:\HOME\CLIFF\DATA\CLIENT\COLE\FLP\FLP\Doc. Prep\S-21-02 fl. dept. st. ltr.wpd

FILED  
02 JUL 24 AM 10:04  
TALLAHASSEE, FLORIDA

7/25  
ust

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE COLE FAMILY LIMITED PARTNERSHIP**

FILED  
02 JUL 21 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend and restate the Certificate of Limited Partnership of The Cole Family Limited Partnership pursuant to section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), do hereby certify as follows:

1. The name of the limited partnership under which the partnership business is to be conducted is: **The Cole Family Limited Partnership.**

2. The Certificate of Limited Partnership of the Partnership was filed with the office of the Florida Secretary of State on June 16, 1994. The Certificate has not previously been amended.

3. The address of the business office of the Partnership in the State of Florida is: 1102 Ben Franklin Drive, Apt 307; Sarasota, Florida 34236-2255.

4. The name of the registered agent for service of process of the Partnership and the street address of the registered agent are as follows:

Vernon J. Cole  
1102 Ben Franklin Drive, Apt 307  
Sarasota, Florida 34236-2255

The registered agent for service of process has accepted his appointment as evidenced in the attached acceptance.

5. The name and mailing address of each general partner of the Partnership is as follows:

Vernon J. Cole  
1102 Ben Franklin Drive, Apt 307  
Sarasota, Florida 34236-2255

Sara W. Cole  
1102 Ben Franklin Drive, Apt 307  
Sarasota, Florida 34236

Charles D. Cole (admitted as general partner on January 1, 1997)  
2121 Taborlake Circle  
Lexington, Kentucky 40502

6. The mailing address of the Partnership is: 1102 Ben Franklin Drive, Apt 307; Sarasota, Florida 34236-2255.

7. The latest date upon which the partnership is to dissolve is April 18, 2014.

8. An affidavit is attached declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners.

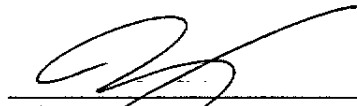
IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the Partnership, have executed this Amended and Restated Certificate of Limited Partnership of The Cole Family Limited Partnership, in compliance with the Florida Revised Uniform Limited Partnership Act (1986), on this the 6<sup>th</sup> day of July, 2002.

  
VERNON J. COLE, General Partner

  
SARA W. COLE, General Partner

  
CHARLES D. COLE, General Partner

This instrument prepared by:

  
John N. Brugger III, Esq.  
STIDHAM & ASSOCIATES, P.S.C.  
Two Paragon Centre, Suite 320  
2343 Alexandria Drive  
Lexington, Kentucky 40504  
Telephone: (859) 219-2255

H:\HOME\CLIFF\DATA\CLIENT\COLE\FLP\LP\Doc. Prep\3.02 Amend. Restat. LP Cert..wpd

FILED  
02 JUL 24 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE  
OF  
APPOINTMENT AS REGISTERED AGENT  
FOR  
THE COLE FAMILY LIMITED PARTNERSHIP

FILED  
02 JUL 24 AM 10:04  
TALLAHASSEE, FLORIDA

The Registered Agent and the street address of the Registered Agent of The Cole Family Limited Partnership are as follows:

Vernon J. Cole  
1102 Ben Franklin Drive, Apt 307  
Sarasota, Florida 34236-2255

The undersigned, being the individual designated above, does hereby accept appointment as Registered Agent for the Cole Family Limited Partnership.

Vernon J. Cole  
VERNON J. COLE

STATE OF KENTUCKY     )  
                                      ) SS:  
COUNTY OF FAYETTE    )

SUBSCRIBED AND SWORN to before me by VERNON J. COLE, on this 14<sup>th</sup> day  
of July, 2002.

My Commission Expires: March 19, 2003

G. Cliff Stidham, Esq. John A. Bragg III  
NOTARY PUBLIC  
Kentucky, State at large