

COSTELLO & ROYSTON
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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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Truman J. Costello, P.A.
Board Certified Wills, Trusts and Estates Lawyer

Robert D. Royston, Jr., P.A.
Florida Supreme Court Certified Circuit Mediator

Brittany Professional Centre
12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

Mailing Address
Post Office Drawer 60205
Fort Myers, FL 33906-6205

August 12, 2004

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Sent By:
Federal Express

Re: The Gess Family Partnership, Ltd., a Kentucky limited partnership

Gentlemen:

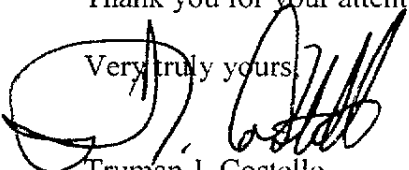
The enclosed "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida" and Affidavit of Capital Contributions For a Foreign Limited Partnership, and checks are submitted to register the above referenced foreign limited partnership to transact business in Florida.

The enclosed checks are in payment of the \$1,750.00 filing fee, \$35.00 for Designation of a Registered Agent, \$52.50 for a certified copy and \$8.75 for a certificate under seal.

Please return all correspondence concerning this matter to the undersigned at the address indicated above. I may be contacted by telephone at the number indicated above.

Thank you for your attention to this matter.

Very truly yours,


Truman J. Costello
For the Firm
TJC/bl
Enclosures: as stated above

SECRETARY OF STATE
DIVISION OF CORPORATIONS
24 AUG 18 PM 3:17

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. The Gess Family Partnership, Ltd.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Kentucky 4. 12/28/1995
(State of Formation) (Date of Formation)

5. Truman J. Costello
(Name of Registered Agent for Service of Process)

6. 12670 New Brittany Blvd., Suite 101
(Street Address of Registered Office)

Fort Myers Florida 33907
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:


(Agent must sign on this line)

8. 750 Walnut Hill-Chilesburg Road, Lexington, KY 40509

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

William B. Gess, Jr. 750 Walnut Hill, Chilesburg, Rd. Lexington, KY 40509

Elizabeth P. Gess 750 Walnut Hill, Chilesburg Rd., Lexington, KY 40509

10. 750 Walnut Hill, Chilesburg Road, Lexington, KY 40509
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG 18 PM 3:17

12. 750 Walnut Hill, Chilesburg Road, Lexington, KY 40509

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 9th day of August, 2004

W B Lamb G.P
General Partner

STATE OF Kentucky

COUNTY OF Jayette

On this 9th day of August, 2004

WILLIAM B. GROSS JR., personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Marlene C. Caudill
(Notary Public Signature)

MARLENE C. CAUDILL
(Notary's Printed Name)

Seal

My Commission Expires: 6/29/2008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG 18 PM 3:17

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared William B. Gess, Jr.
a general partner of The Gess Family Partnership, Ltd., a (an) Kentucky
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 582,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 582,000.00

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 9th day of August, 2004.

W B Gess Jr
General Partner

STATE OF Kentucky
COUNTY OF Jay

On this 9th day of August, 2004.

WILLIAM B. GESS, JR., personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Marlene C. Caudill
(Notary Public Signature)

MARLENE C. CAUDILL
(Notary's Printed Name)

Seal My Commission Expires: 6/29/2008

04 AUG 18 PM 3:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS



**Trey Grayson
Secretary of State**

Certificate of Formation

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

THE GESS FAMILY PARTNERSHIP, LTD.

is a limited partnership formed under the laws of the Commonwealth of Kentucky, having filed a certificate of limited partnership on December 28, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 10th day of August, 2004.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG 18 PM 3:17



Trey

Trey Grayson
Secretary of State
Commonwealth of Kentucky
mstratton/0409691 - Certificate ID: 2974