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†Also admitted in Florida
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All attorneys admitted
in Kentucky

June 17, 1999

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

Re: LLM Properties, Limited Partnership

Dear Sir or Madam:

Enclosed is the original and two copies of the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for the above-referenced limited partnership. Also, enclosed is a check for \$52.50 to cover the cost of registration.

I have also enclosed a check in the amount of \$35.00 for designation of Registered Agent for Florida. The Registered Agent for this limited partnership is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

Please stamp all copies as "filed" and return to me in the self-addressed stamped envelope.

Thank you in advance for your assistance in filing this document. If you have any questions, please do not hesitate to contact me.

Sincerely,

Ryland F Mahathey

Ryland Mahathey

encl/cc: Richard Lane
Elizabeth May
Judith Lane Lindsay

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99 JUN 18 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/18/99--01078--003
*****35.00 *****35.00

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-06/18/99--01078--004
*****52.50 *****52.50

LC
6-24-99

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

1. LLM Properties, Limited Partnership
(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
(State of Formation)
4. May 5, 1999
(Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street, Tallahassee, Florida 32301
(Street Address of Registered Office), (City), (State) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Judith S. Blancett
(Agent must sign on this line) Judith S. Blancett
8. 1141 Dunbarton Lane, Lexington, Kentucky, 40502.
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS:

RICHARD H. LANE, 1141 Dunbarton Lane, Lexington, Kentucky 40502.
JUDITH L. LINDSAY, Route 3, Box 233E, Foxfield Lane, Leesburg, Virginia 22075.
ELIZABETH MAY, 603 Country Club Estates, Glasgow, Kentucky 42141.
10. 1141 Dunbarton Lane, Lexington, Kentucky, 40502.
(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.
12. 1141 Dunbarton Lane, Lexington, Kentucky, 40502.
(Mailing Address of Limited Partnership)

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TALLAHASSEE, FLORIDA

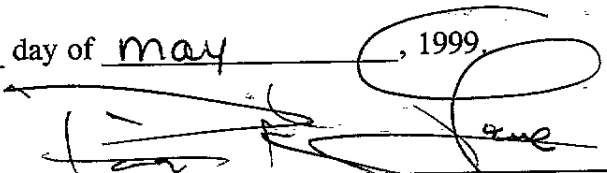
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Richard H. Lane, a general partner of LLM Properties, a Limited Partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is approximately \$3,700,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$0.00.

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 14th day of may, 1999.



RICHARD H. LANE, General Partner

STATE OF Kentucky

COUNTY OF Fayette

On this 14th day of may, 1999, Richard H. Lane, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Andrea Shindlebower
(Notary Public Signature)

Andrea Shindlebower
(Notary's Printed Name)

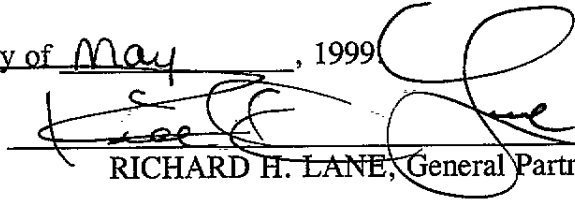
Seal

My Commission Expires: 10-19-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 14th day of May, 1999



RICHARD H. LANE, General Partner


STATE OF Kentucky

COUNTY OF Fayette

On this 14th day of May, 1999, Richard H. Lane, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Andrea Shindlebower
(Notary's Printed Name)

Seal

My Commission Expires: 10-19-02

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