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LYNCH, COX, GILMAN & MAHAN, P.S.C.
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LOUISVILLE, KENTUCKY 40202
Telephone (502) 589-4215
Telefax (502) 589-4994

KATHY Y. BOTT
PARALEGAL

July 25, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Island Retreat, LLC

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*****125.00 *****125.00

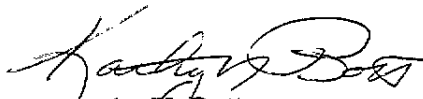
Dear Sir or Madam:

On behalf of Island Retreat, LLC, a Kentucky limited liability company, I enclose for filing an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with a Designation of Registered Agent, a Certificate of Existence from the Kentucky Secretary of State, and a check in the amount of \$125 to cover the filing fee. Please file the Application and return confirmation to the undersigned.

Thank you for your assistance. Please call me if you have questions.

Very truly yours,

LYNCH, COX, GILMAN & MAHAN, P.S.C.


Kathy Y. Bott
Paralegal

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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KYB/hma
Enclosures
cc: Judy Fay

c:\Clients\H-N\IslandRetreat\Florida0726.00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ISLAND RETREAT, LLC
(Name of foreign limited liability company)

2. KENTUCKY
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. 7-5-00
(Date of Organization)

5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")

6. 8-14-00
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1930 BISHOP LANE, SUITE 426
LOUISVILLE, KY 40218
(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:

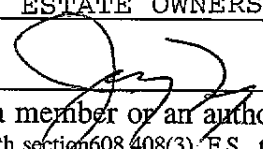
1930 BISHOP LANE, SUITE 426
LOUISVILLE, KY 40218

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TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation 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


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 perjury that the facts stated herein are true.)

JUDY FAY

Typed or printed name of signee

**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 Company is:

ISLAND RETREAT, LLC

2. The name and the Florida street address of the registered agent and office are:

ARTHUR L. CORACE

(Name)

2400 PALM RIDGE ROAD SUITE C-1

Florida street address (P.O. Box NOT ACCEPTABLE)

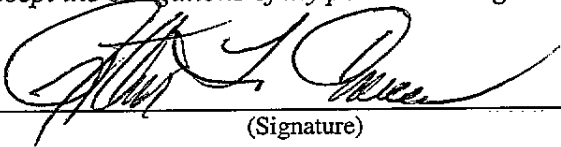
SASNIBEL

FL 33957

City/State/Zip

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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..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)



John Y. Brown III
Secretary of State

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ISLAND RETREAT, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is July 5, 2000.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 14th day of July, 2000.

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00 JUL 31 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

John Y. Brown, III
JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
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