

Mo2060000 459

VANANTWERP, MONGE, JONES & EDWARDS, LLP

ATTORNEYS AT LAW
1544 WINCHESTER AVENUE - FIFTH FLOOR
ASHLAND, KENTUCKY 41101

HOWARD VANANTWERP, III
GREGORY L. MONGE**
WILLIAM H. JONES, JR.
CARL D. EDWARDS, JR.*
KIMBERLY S. MCCANN*
W. MITCHELL HALL, JR.
LEIGH GROSS LATHEROW*
CHRISTOPHER A. DAWSON
SEAN M. WHITT
STEPHANIE L. HEMBROFF

*ALSO ADMITTED IN OHIO
**ALSO ADMITTED IN ILLINOIS

POST OFFICE BOX 1111
ASHLAND, KY 41105-1111
TELEPHONE (606) 329-2929
TELECOPIER (606) 329-0490
HOWARD VANANTWERP, JR. (1898-1992)

February 11, 2002

800004947908--4
-02/18/02--01049--004
125.00125.00

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

FILED
FEB 18 PM 2:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: R & A Properties, LLC

Dear Clerk:

I have enclosed herein the following documents for the above-referenced corporation:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Existence from the Kentucky Secretary of State's Office;
4. Check Number 55234 in the amount of \$125.00 for filing fees.

If you have any questions or have any changes, please give me a call. Thank you very much for your time and cooperation in this matter.

Very truly yours,

Christina M. Inskeep
Paralegal

Enclosures
3764-1

S:\KMCCANN\CORPORATR&A Properties, LLC\florida.letter.wpd

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. R & A Properties, LLC
(Name of foreign limited liability company)
2. Kentucky
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 61-1401719
(FEI number, if applicable)
4. November 1, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing the Certification of Authority to do business
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 452 Bluebird Drive
Russell, Kentucky 41169
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Anita Frazier Brooks, 452 Bluebird Drive, Russell, Kentucky 41169

Robert F. Brooks, 452 Bluebird Drive, Russell, Kentucky 41169

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 investment

Anita F Brooks

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.)

Anita F. Brooks

Typed or printed name of signee

FILED
2002 FEB 18 PM 2:03
ALLIANCE STATE, FLORIDA

**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:

R & A Properties, LLC

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

Corporation Service Company

(Name)

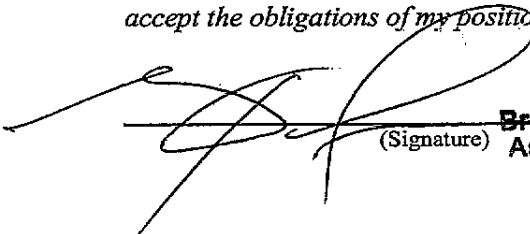
1201 Hays Street

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

Tallahassee, FL 32301

(City/State/Zip)

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)

Brian Courtney
Asst. V. Pres.

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

FILED
2007 FEB 19 PM 2:03
TALLAHASSEE, FLORIDA



**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,

R & A PROPERTIES, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is November 1, 2001.

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 11th day of February, 2002.

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

jschwartz/0524868