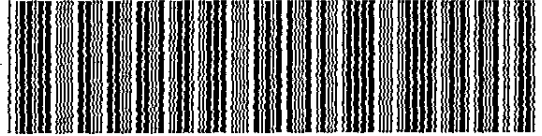


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LAW OFFICES

MORRIS, GARLOVE, WATERMAN & JOHNSON PLLC
SUITE 1000, ONE RIVERFRONT PLAZA
401 WEST MAIN STREET
LOUISVILLE, KENTUCKY 40202-2050



300021346973

(Address)

(City/State/Zip/Phone #)

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ALAN N. LINKER

FACSIMILE (502) 589-3219
E-MAIL ALINKER@MGWJ.COM

July 3, 2003

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

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DIVISION OF CORPORATIONS
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Re: Veranda Properties, LLC

Dear Sir/Madam:

Enclosed please find the following:

- 1) Application by Foreign Limited Liability for Authorization to Transact Business in Florida;
- 2) Certificate of Existence for Veranda Properties, LLC; and
- 3) Certificate of Designation of Registered Agent.

Also enclosed is a check in the amount of \$125 for the registration fees and a \$30.00 check for a certified copy.

Thank you in advance for your assistance. Please call the undersigned should you have any questions.

Sincerely,


Anuj G. Rastogi

Enclosure

cc: Alan N. Linker
AGR/pjv

**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. VERANDA PROPERTIES, LLC
(Name of foreign limited liability company)

2. KENTUCKY 3. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JUNE 26, 2003 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. JULY 7, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1701 LIMEHOUSE COURT
LOUISVILLE, KY 40220
(Street address of principal office)

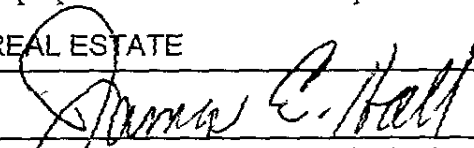
8. If limited liability company is a manager-managed company, check here

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

JAMES E. HALL - 1701 LIMEHOUSE COURT, LOUISVILLE, KY 40220

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: OWNERSHIP AND
OPERATION OF REAL ESTATE



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.)
JAMES E. HALL

Typed or printed name of signee

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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:

Veranda Properties, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation

FL 33324

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..

C T Corporation System

Susan J. Metz
(Signature)

Susan J. Metz	
Assistant Secretary	\$ 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,

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VERANDA PROPERTIES, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is June 26, 2003.

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 27th day of June, 2003.



John Y. Brown, III

John Y. Brown III
Secretary of State
Commonwealth of Kentucky
tbates/0562904