



M97000000897

ACCOUNT NO. : 072100000032

REFERENCE : 649845 4367082

AUTHORIZATION

Patricia Puyet

COST LIMIT : \$ ~~200~~ 285.00

ORDER DATE : December 26, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 649845-005

500002386835--4

CUSTOMER NO: 4367082

CUSTOMER: Mr. James E. Hargrove
Newberry Hargrove & Rambicure,
2800 Lexington Financial Ctr.
250 West Main Street
Lexington, KY 40507-1743

FOREIGN FILINGS

NAME: GERSON PROPERTIES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 11:13

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12/31/97

97 DEC 31 AM 10:44

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

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

1. GERSON PROPERTIES, LLC
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. VIRGINIA
 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 61-1317294
 (FEI number, if applicable)
4. DECEMBER 12, 1997
 (Date of Organization)
5. NINE HUNDRED NINETY-NINE (999) YEARS
 (Duration: Year limited liability company will cease to exist or "perpetual")
6. DECEMBER 29, 1997
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 559 GINGERMILL LANE
LEXINGTON, KY 40509
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>KENNETH L. GERSON</u>	<u>MGR</u>	<u>ALBERTA H. GERSON</u>	<u>MGR</u>
<u>559 GINGERMILL LANE</u>		<u>559 GINGERMILL LANE</u>	
<u>LEXINGTON, KY 40509</u>		<u>LEXINGTON, KY 40509</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

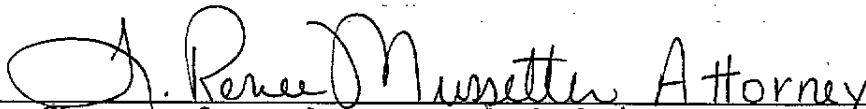
The undersigned member or authorized representative of a member of GERSON PROPERTIES, LLC
_____ certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 2,960.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 160,480.00
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 163,440.00
(This total includes amounts from 2 and 3 above.)

 T. Renee Mussetter, Attorney

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

T. RENEE MUSSEITER

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

Apartment #2-203 SUNDIAL OF SANIBEL CONDOMINIUM PHASE I, as per Declaration of
Condominium of Sundial of Sanibel Condominium Phase I recorded in Official Records Book 828,
Page 545, Public Records of Lee County, Florida and as amended.

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That certain condominium parcel composed of Apt. #2-203 SUNDIAL OF SANIBEL
CONDOMINIUM PHASE I, and an undivided 1.24% share in those common elements appurtenant
thereto in accordance with and subject to the covenants, conditions, restrictions, terms and other
provisions of that Declaration of Condominium of SUNDIAL OF SANIBEL CONDOMINIUM
PHASE I, as recorded in OR Book 828, Pages 545 through 628, inclusive, of the Public Records of
Lee County, Florida, and that First Amendment to Declaration of Condominium of SUNDIAL OF
SANIBEL CONDOMINIUM PHASE I, as recorded March 9, 1973 in OR Book 913, Pages 787
through 874, inclusive, Public Records of Lee County, Florida, and as amended.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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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:

GERSON PROPERTIES, LLC

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

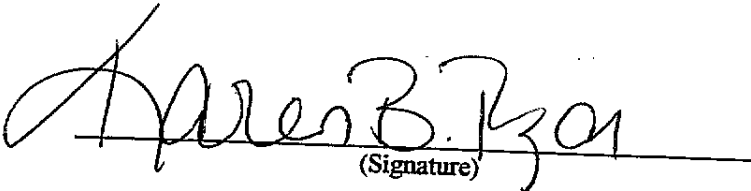
CORPORATION SERVICE COMPANY
(Name)

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Commonwealth of Virginia

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DEC 31 AM 11:03



State Corporation Commission

I Certify the Following from the Records of the
Commission:

a Virginia Limited Liability Company certificate was filed in this office
on December 12, 1997 by GERSON PROPERTIES, LLC.

a certificate of cancellation has not been filed in this office by GERSON
PROPERTIES, LLC.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: December 29, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission