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**Also admitted in Florida
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****Also admitted in Florida*

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*All attorneys admitted
in Kentucky unless
otherwise designated*

April 27, 1999

VIA HAND DELIVERY

Registration Section
Division of Corporations
Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399

RE: **Withdrawal of Authority to Transact Business in Florida, Gerson Properties, LLC, a Virginia limited liability company, Doc. No. M97000000897**
Authority to Transact Business in Florida, Gerson Properties, LLC, Kentucky limited liability company

Dear Sir or Madame:

Gerson Properties, LLC respectfully requests that the below forms, with necessary attachments, be filed accordingly. As such, enclosed please find the following:

- (1) Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida, and one (1) copy thereof;
- (2) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, and one (1) copy thereof;
- (3) Certified Copy of Certificate of Existence;
- (4) Affidavit of Membership and Contributions of Foreign Limited Liability Company, with attached legal description of Florida real property;
- (5) Certificate of Designation of Registered Agent/Registered Office;

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- (6) Check, in the amount of \$285.00, made payable to the Florida Department of State for the filing fees of the above Application for Authorization to Transact Business, Affidavit, and Designation; and
- (7) Check, in the amount of \$52.50, made payable to the Florida Department of State for the filings fees of the above Application to Withdraw from Florida.

Moreover, we request that the Registration Section of the Florida Division of Corporations stamp file the copies of the (1) Authorization to Transact Business in and (2) Withdrawal from Florida, and return said copies to the Corporation Service Company.

To clarify any potential confusion, Gerson Properties, LLC, a Virginia organized LLC, merged with Gerson Acquisition, LLC, a Kentucky organized LLC. Gerson Acquisition, LLC is the surviving entity. Subsequently, Gerson Acquisition, LLC effectively changed its legal name to Gerson Properties, LLC.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Sincerely,



John N. Brugger, III

Enclosures

cc: Dr. Kenneth L. Gerson

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

GERSON PROPERTIES, LLC

(Name of limited liability company)

Virginia

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

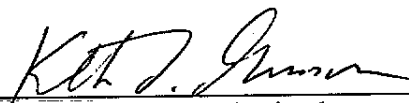
559 Gingermill Lane

(Mailing address)

Lexington, KY 40509

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of member or authorized representative of a member)

Kenneth L. Gerson, Voting Member
(Typed or printed name of signee)

Filing Fee: \$52.50

FILED
99 APR 28 AM 12:30
TALLAHASSEE FLORIDA
SECRETARY OF STATE