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& HEYBURN PLLC

Donna O'Bryan  
Senior Paralegal

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50 East RiverCenter Boulevard  
Suite 1500  
Covington, KY 41011  
(606) 431-5550  
Facsimile (606) 431-2191

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120 West Spring Street, Suite 400  
New Albany, IN 47150-3655  
(812) 948-2800  
Facsimile (812) 948-7994

M98000000175

January 29, 1998

VIA UPS OVERNIGHT

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

Re: Fox Den LLC

Dear Sir or Madam:

Enclosed for filing are:

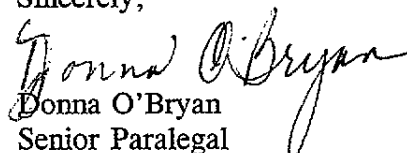
- \* Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Fox Den LLC;
- \* Certificate of Designation of Registered Agent;
- \* Certificate of Existence from the Kentucky Secretary of State;
- \* Our check in the total amount of \$285 in payment of your filing fees.

Please return the file stamped copies to my attention at:

Donna O'Bryan  
Brown, Todd & Heyburn PLLC  
400 West Market Street, 32nd Floor  
Louisville, Kentucky 40202

Thank you for your assistance in this matter. Please contact me if you have any questions.

Sincerely,

  
Donna O'Bryan  
Senior Paralegal

Enclosures  
Copy to Mark B. Davis  
Timothy Martin

FILED  
98 FEB 24 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K72.E5666

F:\USERS\101\FOX DEN\FLASOS.LTR

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-01/30/98--01092--001  
\*\*\*\*285.00 \*\*\*\*285.00

~~100002417541~~ CM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 3, 1998

DONNA O'BRYAN  
BROWN, TODD & HEYBURN PLLC  
400 W. MARKET ST., 32ND FLOOR  
LOUISVILLE, KY 40202

SUBJECT: FOX DEN LLC  
Ref. Number: W98000002420

98 FEB 24 AM 10:16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for FOX DEN LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 998A00006052

**FOX DEN LLC**

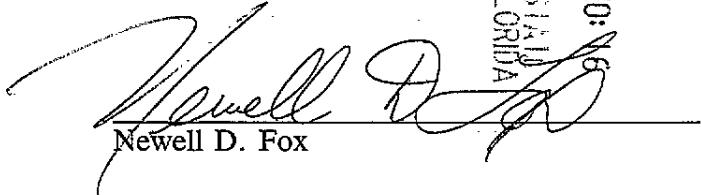
**Written Consent by Manager**

February 11, 1998

The undersigned, the Manager of Fox Den LLC, (the "Company"), pursuant to KRS 275.175, hereby approves and consents to the adoption of the following resolution:

**WHEREAS**, the Company's application to qualify to transact business in the State of Florida was denied due to a name conflict,

**IT IS RESOLVED**, that the Company is hereby authorized to submit an application with the Florida Secretary of State to transact business in the State of Florida under the name of Fox Den of Kentucky LLC.

  
Newell D. Fox

FILED  
98 FEB 24 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Fox Den LLC dba Fox Den of Kentucky 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. Kentucky  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for  
(FEI number, if applicable)
4. July 15, 1996  
(Date of Organization)
5. December 30, 2025  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1060 Southwest 14th Avenue, Unit C  
Gainesville, Florida 32601  
(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:
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<u>Newell D. Fox</u>	<u>Manager</u>		
<u>8800 Denington Drive</u>			
<u>Louisville, KY 40222</u>			

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98 FEB 21 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of Fox Den LLC  
d/b/a Fox Den of Kentucky LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 6,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 00  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 6,000  
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 6,000



Signature of a member or 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.)

98 FEB 24 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**Filing Fee: \$250.00 for Application and Affidavit**

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Fox Den LLC dba Fox Den of Kentucky LLC

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

Newell Fox, Jr.  
(Name)

1060 Southwest 14th Avenue, Unit  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Gainesville, Florida 32601  
(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

Newell Fox, Jr.  
(Signature)

1-21-98  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**



**John Y. Brown III**  
**Secretary of State**  
**Certificate of Existence**

FILED  
98 FEB 24 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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,

**FOX DEN LLC**

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is July 15, 1996.

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 20<sup>th</sup> day of January, 1998.

*John Y. Brown, III*

JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky