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ACCOUNT NO. : 072100000032

REFERENCE : 729636 87131A

AUTHORIZATION :

Patricia Pyritz

COST LIMIT : \$ 337.50

ORDER DATE : March 5, 1998

ORDER TIME : 2:12 PM

ORDER NO. : 729636-005

CUSTOMER NO: 87131A

CUSTOMER: William G. Morris, Esq  
William G. Morris, Esq  
P. O. Box 2056

Marco Island, FL 33969

600002449746--7

FOREIGN FILINGS

NAME: KENTUCKY TAX DEFERRED PROPERTY  
TRANSACTIONS, LLC.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

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98 MAR -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M98-222

Name	36
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

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98 MAR -6 PM 3:25  
DIVISION OF CORPORATION



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

**Certificate of Existence**

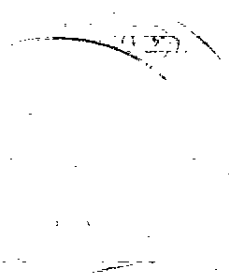
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**KENTUCKY TAX DEFERRED PROPERTY TRANSACTIONS, LLC**

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is November 3, 1997.

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 11<sup>th</sup> day of February, 1998.

  
*John Y. Brown, III*  
JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

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SECRETARY OF STATE  
FRANKFORT, KY

# 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. Kentucky Tax Deferred Property Transactions, 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. 61-0734925  
(FEI number, if applicable)

4. November 3, 1997  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. February 9, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 106 Adams Court  
Richmond Kentucky 40475  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will  
manage the foreign limited liability company in Florida: (attach additional page if necessary)

Kristi J. Matthews MGR  
106 Adams Court  
Richmond Kentucky 40475

Melinda Kears MGR  
444 Main Street  
Lexington Kentucky 40507

98 MAR 10 PM 4:10  
SECRETARY OF STATE  
FLORIDA

FILED

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

The undersigned member or authorized representative of a member of Kentucky  
TAX Deferred Property TRANSACTIONS, 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 \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ \_\_\_\_\_. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ \_\_\_\_\_. This total includes amounts from 2 and 3 above.

Krista Matthews Managing Member  
Signature of a member or authorized representative of a member.  
(In accordance with section 808.409(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR -6 PM 4: 10

FILED

Filing Fee: \$ 52.50 for 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, ORGANIZED UNDER THE LAWS OF  
THE STATE OF FLORIDA, 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: Kentucky TAX Deferred  
Property Transactions, LLC

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

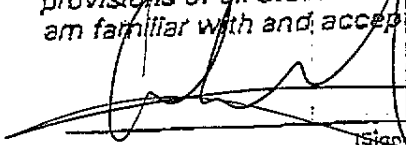
William G. Morris, Esq.  
(Name)

247 N. Collier Blvd. #202  
(P.O. Box not acceptable)

Mareo Island, Florida 34445  
(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 appoint-  
ment 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)

3/4  
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent