

M98000001484

KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (941) 337-4500
RICHARD JOHNSTON, JR. (941) 337-3900
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

November 17, 1998

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

300002693363--7
-11/23/98--01035--003
****346.25 ****346.25

RE: Registration of Ernst Trust Florida, LLC

Dear Sir:

CM

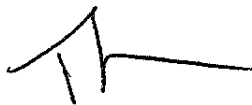
I would like to register the above captioned foreign limited liability company with the State of Florida and in that connection, enclosed please find the following documents:

1. Completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida together with original Certificate of Existence duly authenticated by the Secretary of State of Delaware
2. Original, executed Affidavit of Membership and Contributions of Foreign Limited Liability Company
3. Original, executed Certificate of Designation of Registered Agent/Registered Office
4. Our Check in the amount of \$346.25 representing \$250 filing fee, \$35 Designation of Resident Agent, \$52.50 Certified Copy Fee and \$8.75 Certificate of Status Fee

We would appreciate your processing this request and providing us with a certified copy and a Certificate of Status evidencing their authorization to transact business in Florida.

Thank you for your assistance in this matter and if you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,



Thomas F. Kiesel

TFK:ms
Enclosure(s)
cc: Anthony A. LeWinter, Esquire
Ms. Olivia Neece

300002693363--7
-11/23/98--01035--003
****346.25 ****346.25
w9
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 DEC 11 AM 9:52
FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 25, 1998

THOMAS F. KIESEL
KIESEL, HUGES & JOHNSON
P.O. DRAWER 1000
FORT MYERS, FL 33902

SUBJECT: ERNST TRUST FLORIDA, LLC
Ref. Number: W98000026623

We have received your document for ERNST TRUST FLORIDA, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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: 298A00056552

FILED
98 DEC 11 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ERNST TRUST FLORIDA, LLC
(Name of Foreign Limited Liability Company)
2. Delaware, U.S.A.
(Jurisdiction under the law of which foreign limited liability company is organized.)
3. _____
(FEI Number, if applicable)
4. August 31, 1998
(Date of Organization)
5. Until December 31, 2099
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Simultaneous with date of obtaining authority to transact business from the State of Florida
(Date first transacted business in Florida (See sections 608.501, 608.502, & 817.155, F.S.))
7. 2121 McGregor Blvd., Fort Myers, FL 33901
(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 AND ADDRESS:

Robert Ernst, Trustee of the
Ernst 1990 Trust
12401 Helena Street
Los Angeles, CA 90049

TITLE:
MGRM

Beatrice Ernst, Trustee of the
Ernst 1990 Trust
12401 Helena Street
Los Angeles, CA 90049

TITLE:
MGRM

FILED
98 DEC 11 AM 9:52
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

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 if not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

FILED

98 DEC 11 AM 9:52

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 **ERNST TRUST FLORIDA, LLC** certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 0.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 2,100,000.00
(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 \$ 2,100,000.00
(This total includes amounts from 2 and 3 above.)



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.)

Robert Ernst
Typed or printed name of signee

98 DEC 11 AM 9:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE "A"

To

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

Of

ERNST TRUST FLORIDA, LLC

Real Property:

Located at: 3883 Tamiami Trail
Port Charlotte, FL

Legal: Lots 8, 9 and 10, Block 2105, Port
Charlotte Subdivision, Section 25,
According to the plat thereof, as
Recorded in Plat Book 5, Page 18-A thru
18-C, Public Records of Charlotte County
Florida

Value: \$500,000.00

Located at: 2240 W. First Street
Fort Myers, FL

Legal: See Schedule A-1 attached hereto and made a part
hereof by reference.

Value: \$700,000.00

Located at: 133 S. Tamiami Trail
Venice, FL

Legal: See Schedule A-2 attached hereto and made a part
hereof by reference.

Value: \$900,000.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 11 AM 9:52

FILED

SCHEDULE A-1 —

A Tract or parcel of land lying in government Lot 1, Section 23, Township 44 South, Range 24 East, described as follows:

A tract or parcel of land in Ft. Myers, Florida, described as follows:

From the centerline of McGregor Boulevard run Northwesterly at 90 degrees for a distance of 615.0 feet to a point where the Southwesterly right of way line of Altamont Street intersects the Northwesterly right of way line of First Street;
thence South 46 degrees 06' West along the Northwesterly right of way line of said First Street, for 350.45 feet to the Point of Beginning of lands herein described;
thence continue South 46 degrees 06' West along the Northwesterly right of way line of said First Street for 244.45 feet;
thence North 47 degrees 37' West 175 feet;
thence North 46 degrees 06' East 252.75 feet;
thence South 43 degrees 54' East 174.80 feet to the Point of Beginning.

And

From the intersection of the Southwesterly right of way (22.5 feet from centerline) of Altamont Avenue with the Northwesterly right of way (30.00 feet from centerline) of West First Street;
thence run Southwesterly along the Northwesterly right of way of West First Street for 684.90 feet;
thence Northwesterly along the Northeasterly right of way (20.0 feet from centerline) of Virginia Avenue for 175.0 feet to the Point of Beginning;
thence continue Northwesterly along the Northeasterly right of way of Virginia Avenue 50.06 feet;
thence Northeasterly and parallel to West First Street 345.13 feet;
thence at 90 degrees 00' 11" angle Southeasterly for 50.01 feet;
thence Southwesterly 342.75 feet to the Point of Beginning, Fort Myers, Florida.

FILED
98 DEC 11 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE A-2

Parcel 1:

Vacated alley in Block 79, lying West of a line parallel to and 15 feet West of the East lot line of Lot 1;

West 35 feet of Lot 1;

West 5 feet of Lot 29, all of Lots 30, 31, 33, 34, 35 and 37, all in Block 79, Gulf View Section of Venice, as shown in the Plat recorded in Plat Book 2, Pages 77 and 77A, of the Public Records of Sarasota County, Florida.

Parcel 2:

The East 45 feet of Lot 2, all of Lot 3, the West 15 feet of Lot 4, all Lots 27 and 28, and the East 20 feet of Lot 29, Block 79, Gulf View Section of Venice, as per Plat thereof recorded in Plat Book 2, Page 77, of the Public Records of Sarasota County, Florida.

FILED
98 DEC 11 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ERNST TRUST FLORIDA, LLC

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

THOMAS F. KIESEL
(Name)

2121 McGregor Boulevard
Florida Street Address (P.O.Box **NOT** Acceptable)

Fort Myers, FL 33901
City/State/Zip

98 DEC 11 AM 9:52
FILED
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.



(Signature)

State of Delaware
Office of the Secretary of State

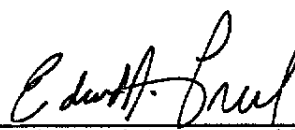
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERNST TRUST FLORIDA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ERNST TRUST FLORIDA, LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998.




Edward J. Freel, Secretary of State

2939642 8300

981340533

AUTHENTICATION: 9280412

DATE: 09-01-98

FILED
98 DEC 11 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA