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**KIESEL, HUGHES & JOHNSTON**

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

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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

500002693365--0  
-11/23/98--01035--004  
\*\*\*\*346.25 \*\*\*\*346.25

RE: Registration of Ernst-Luce-Neece, 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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**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-LUCE-NEECE, 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, Florida 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

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

Anthony Neece, Trustee of the  
Neece 1989 Trust  
12401 Helena Street  
Los Angeles, CA 90040

**TITLE**  
MGRM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MGRM

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Olivia Helene Neece, Trustee of  
the Neece 1989 Trust  
12401 Helena Street  
Los Angeles, CA 90040

MGRM

David Walker, Trustee of the  
Luce 1991 Trust  
12401 Helena Street  
Los Angeles, CA 90040

MGRM

Nina Ernst Luce, Trustee of the  
Luce 1991 Trust  
12401 Helena Street  
Los Angeles, CA 90040

MGRM

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.)

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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-LUCE-NEECE, LLC**

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

THOMAS F. KIESEL  
(Name)

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

Fort Myers, FL 33914  
City/State/Zip

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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)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of ERNST-LUCE-NEECE, 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 \$ 400,000.00  
(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 \$ 400,000.00  
(This total includes amounts from 2 and 3 above.)

*Robert Ernst*

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SCHEDULE "A"

To

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY

Of

ERNST-LUCE-NEECE, LLC

Real Property:

Located at: 1190 AIA Highway  
Satelite Beach, FL

Legal: Lot 23, Less the North 1.24 feet thereof, and  
Lots 24, 25 & 26, in Block 5, and Lots 10, 11 & 12,  
In Block 9, and the South 30.94 feet of Lots 13,  
14, & 15, in Block 9, of Plat of Gulfstream Beach,  
according to the Plat thereof as recorded in Plat  
Book 4, Page 53, Public Records of Brevard County,  
Florida.

Value: \$400,000.00

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERNST-LUCE-NEECE, 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-LUCE-NEECE, LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9280406

DATE: 09-01-98