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ACCOUNT NO. : 072100000032  
REFERENCE : 220824 4367082  
AUTHORIZATION : Patricia Kyzut  
COST LIMIT : \$ 285.00

ORDER DATE : April 28, 1999  
ORDER TIME : 10:46 AM  
ORDER NO. : 220824-010  
CUSTOMER NO: 4367082

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CUSTOMER: John N. Brugger, Iii, Esq  
Hargrovebaker  
2800 Lexington Financial Ctr.  
250 West Main Street  
Lexington, KY 40507-1743

FOREIGN FILINGS

NAME: GERSON PROPERTIES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/28/99	CERTIFIED COPY
Availability	XX	PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	DCC	
Updater	DCC	
Updater	CONTACT PERSON: Angie Glisar	
Verifier		
Adm. no.	Jedgement	
P. Verifier		

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TALLAHASSEE, FLORIDA

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6 pages

**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. Gerson Properties, 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. 61-1317294  
(FEI number, if applicable)
4. November 5, 1998  
(Date of Organization)
5. Perpetual  
(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. 559 Gingermill Lane  
Lexington, KY 40509  
(Street address of principal office)

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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)

<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>	<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>
<u>Kenneth L. Gerson</u>	<u>MGRM</u>	<u>Alberta H. Gerson</u>	<u>MGRM</u>
<u>559 Gingermill Lane</u>		<u>559 Gingermill Lane</u>	
<u>Lexington, KY 40509</u>		<u>Lexington, KY 40509</u>	
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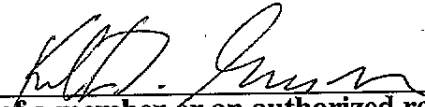
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of Gerson Properties, 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
- 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.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is  
(This total includes amounts from 2 and 3 above.)

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\$60,000.00  
\$260,000.00

  
**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.)

Kenneth L. Gerson, Voting Member

Typed or printed name of signee

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

Apartment #2-203 SUNDIAL OF SANIBEL CONDOMINIUM PHASE I, as per Declaration of Condominium of Sundial of Sanibel Condominium Phase I recorded in Official Records Book 828, Page 545, Public Records of Lee County, Florida and as amended.

That certain condominium parcel composed of Apt. #2-203 SUNDIAL OF SANIBEL CONDOMINIUM PHASE I, and an undivided 1.24% share in those common elements appurtenant thereto in accordance with and subject to the covenants, conditions, restrictions, terms and other provisions of that Declaration of Condominium of SUNDIAL OF SANIBEL CONDOMINIUM PHASE I, as recorded in OR Book 828, on Pages 545 through 628, inclusive, of the Public Records of Lee County, Florida, and that First Amendment to Declaration of Condominium of SUNDIAL OF SANIBEL CONDOMINIUM PHASE I, as recorded March 9, 1973 in OR Book 913, Pages 787 through 874, inclusive, Public Records of Lee County, Florida, and as amended.

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**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:

GERSON PROPERTIES, LLC

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

Corporation Service Company  
(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

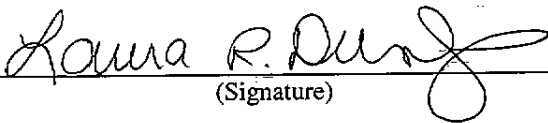
Tallahassee, FL 32301  
City/State/Zip

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*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)

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



**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,

**GERSON PROPERTIES, LLC**

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is November 5, 1998.

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 April, 1999.

*John Y. Brown, III*

JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

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