

1999000000791

STOLL, KEENON & PARK, LLP

201 EAST MAIN STREET
SUITE 1000
LEXINGTON, KENTUCKY 40507-1380

(606) 231-3000
FAX: (606) 253-1093

*FRANKFORT OFFICE:
307 WASHINGTON STREET
FRANKFORT, KY. 40601-1823
(502) 875-6220
FAX: (502) 875-6235

**WESTERN KENTUCKY OFFICE:
201 C NORTH MAIN STREET
HENDERSON, KY. 42420-3103
(502) 831-1900
FAX: (502) 827-4060

***LOUISVILLE OFFICE:
2650 AEGON CENTER
400 WEST MARKET
LOUISVILLE, KY. 40202-3377
(502) 568-9100
FAX: (502) 568-5700

INTERNET: www.skp.com

VIA FEDERAL EXPRESS

May 17, 1999

JAMES D. ALLEN
SUSAN BEVERLY JONES
MELISSA A. STEWART
TODD S. PAGE
JOHN B. PARK
PALMER G. VANCE II
RICHARD A. NUNNELLEY
WILLIAM L. MONTAGUE, JR.
KYMBERLY T. WELLONS
CHARLES R. BAESLER, JR.
STEVEN B. LOY
PATRICIA KIRKWOOD BURGESS
RICHARD B. WARNE
JOHN H. HENDERSON**
LINDSEY W. INGRAM III
BRIAN P. BUTLER***
JEFFERY T. BARNETT
AMY C. LIEBERMANN
ELIZABETH FRIEND BIRD**
MOLLY J. CUE
CRYSTAL OSBORNE
JOHN A. THOMASON**
DELLA M. JUSTICE
BOYD T. CLOERN***
DONNIE E. MARTIN
DAVID T. ROYSE

(OF COUNSEL)
JAMES BROWN***
DOUGLAS R. ROMAINE
JAMES G. STEPHENSON
GEORGE D. SMITH

WALLACE MUIR (1878 - 1947)
RICHARD C. STOLL (1878 - 1948)
WILLIAM H. TOWNSEND (1890 - 1984)
RODMAN W. KEENON (1952 - 1986)
JAMES PARK (1892 - 1970)
JOHN L. DAVIS (1913 - 1970)
GLADNEY HARVILLE (1921 - 1978)
GAYLE A. MOHNEY (1908 - 1980)
C. WILLIAM SWINFORD (1921 - 1986)

ROBERT F. HOULIHAN
LESLIE W. MORRIS II
LINDSEY W. INGRAM, JR.
WILLIAM L. MONTAGUE
JOHN STANLEY HOFFMAN**
BENNETT CLARK
WILLIAM T. BISHOP III
JOSEPH M. SCOTT, JR.
RICHARD C. STEPHENSON
CHARLES E. SHIVEL, JR.
ROBERT M. WATT III
J. PETER CASSIDY, JR.
DAVID H. THOMASON**
SAMUEL D. HINKLE IV***
R. DAVID LESTER
ROBERT F. HOULIHAN, JR.
WILLIAM M. LEAR, JR.
GARY W. BARR
DONALD R. WAGNER
FRANK L. WILFORD
HARVEY B. WILKINSON
ROBERT W. KELLERMAN*
LIZBETH ANN TULLY
J. DAVID SMITH, JR.
EILEEN O'BRIEN
DAVID SCHWETSCHENAU
ANITA M. BRITTON
RENA GARDNER WISEMAN
DENISE KIRK ASH
BONNIE HOSKINS
C. JOSEPH BEAVIN
DIANE M. CARLTON
LARRY A. SYKES
P. DOUGLAS BARR
PERRY MACK BENTLEY
MARY BETH GRIFFITH
DAN M. ROSE
GREGORY D. PAVEY
J. MEL CAMENISCH, JR.
LAURA DAY DELCOTTO
LEA PAULEY GOFF***
CULVER V. HALLIDAY***
DAVID E. FLEENOR

CT Corporation System
441 Vine Street, Suite 3810
Cincinnati, Ohio 45202
Attention: Melissa

Re: Palm Lakes, LLC

Dear Melissa:

Enclosed please find the Application by Foreign Limited Liability Company to transact business in Florida for Palm Lakes, LLC, which has been signed by the Manager of Palm Lakes. Also enclosed is a check payable to the Florida Department of State in the amount of \$293.75. Please have an authorized representative of CT Corporation System execute the Certificate of Designation of Registered Agent. I understand that you will send the entire package, along with my letter to the Florida Department of State which is enclosed, to the Florida Department of State for filing. I appreciate your assistance in this matter. If you have any questions or there are any problems with this filing, please contact my assistance, Deloris Stone, at (606) 231-3998.

Sincerely,

Mel Camenisch, Jr.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

JMC/das
Enclosures
(320)C:\Work\069\Palm\CT Letter
cc: Tom Jameson

99 MAY 21 PM 1:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

500002882695--1
-05/21/99-01086-004
*****293.75 *****293.75

**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. Palm Lakes, 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. 61-1341088
(FEI number, if applicable)
4. February 17, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 1, 1999 (anticipated)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 832 K&L Nandino Blvd.
Lexington, Kentucky 40511
(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:

(SEE ATTACHED PAGE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 21 PM 1:50

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.)

**ATTACHMENT TO APPLICATION BY FOREIGN LIMITED LIABILITY
COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

Name & Address of Managers:

Tom Jameson
832 K&L Nandino Blvd.
Lexington, Kentucky 40511

Bob Cole
300 West Vine Street
Fifth Floor
Lexington, Kentucky 40507



John Y. Brown III
Secretary of State

Certificate of Existence

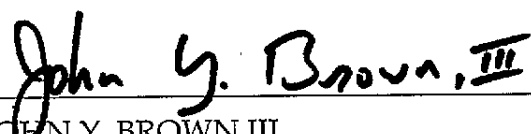
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

PALM LAKES, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is February 17, 1999.

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 17th day of May, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
sperry/0469536

**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:

Palm Lakes, LLC

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

C T Corporation System

(Name)

1200 S. Pine Island Road

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

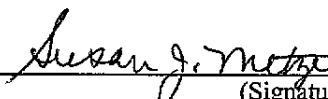
Plantation

33324

FL

City/State/Zip

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)

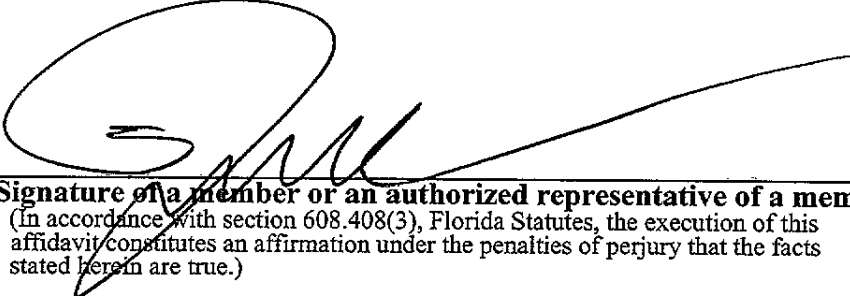
Susan J. Metz
Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Palm Lakes, 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 \$ 10,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;
(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 \$ 10,000.00 .
(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.)

Tom Jameson, Member/Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit