

M99000001354



Attorneys At Law

PLEASE REPLY TO

Tampa

August 23, 1999

TAMPA OFFICE  
2700 BARNETT PLAZA  
101 EAST KENNEDY BOULEVARD  
P.O. BOX 1102 (33601)  
TAMPA, FLORIDA 33602-5150  
TELEPHONE (813) 223-7474  
FAX (813) 229-6553

ST. PETERSBURG OFFICE  
450 CARILLON PARKWAY  
SUITE 120  
ST. PETERSBURG, FLORIDA 33716  
TELEPHONE (727) 898-7474  
FAX (813) 229-6553

**CERTIFIED RETURN**  
**RECEIPT REQUESTED**

Secretary of State of the State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000002970180--2  
-08/25/99--01089--004  
\*\*\*337.50 \*\*\*337.50

Re: Vinings Trace, LLC  
Our File No. 98-4295

M99-1354

Dear Sir:

Enclosed please find Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida together with our check in the amount of \$337.50 representing: \$250.00 filing fee for application and affidavit, \$35.00 filing fee designation of registered agent and \$52.50 certified copy fee. Please forward the certified copy to our office at the address set forth above.

If you have any questions, please do not hesitate to give me a call.

Very truly yours,

Stacy A. Hendry  
Legal Assistant

/sah

Enclosure

L:\REPM\WESTERN\POCH\PORTFOLIO\SecSt-ViningsTrace.wpd

8/27  
FILED  
99 AUG 25 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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. VININGS TRACE, 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. Indiana  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4107014  
(FEI number, if applicable)
4. September 24, 1996  
(Date of Organization)
5. December 31, 2015  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 21, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 400 Broadway  
Cincinnati, Ohio 45202-3341  
(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)

512254  
NAME & ADDRESS:  
The Western and Southern  
Life Insurance Company  
400 Broadway  
Cincinnati, Ohio 45202-3341

TITLE:  
MGRM

NAME & ADDRESS:

FILED  
99 AUG 25 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 \_\_\_\_\_  
VININGS TRACE, 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 \$ 24,850,000.00

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

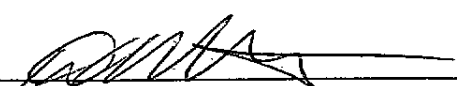
4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 24,850,000.00

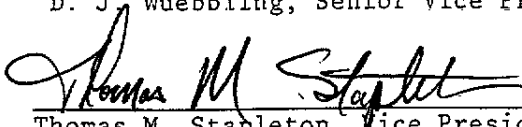
(This total includes amounts from 2 and 3 above.)

VININGS TRACE, LLC  
BY: THE WESTERN AND SOUTHERN  
LIFE INSURANCE COMPANY  
Managing Member

**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.)

BY:   
D. J. Wuebbeling, Senior Vice President

BY:   
Thomas M. Stapleton, Vice President

**FILED**  
99 AUG 25 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

VININGS TRACE, LLC

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

William G. Scott

(Name)

101 East Kennedy Blvd., Suite 2700

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

Tampa,

FL

33602

City/State/Zip

**FILED**  
99 AUG 25 PM 1:43  
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.*

William G. Scott

(Signature)

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

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the limited liability company records and the proper official to execute this certificate.

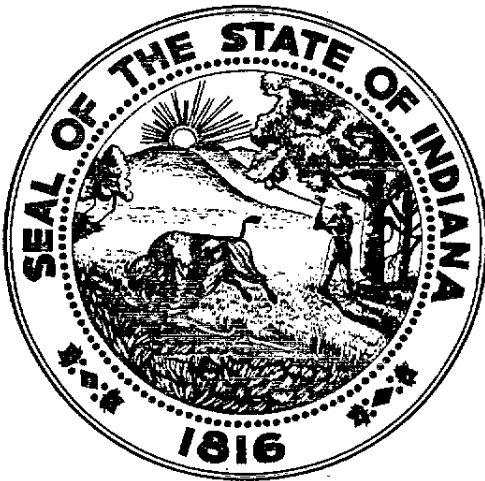
I further certify that records of this office disclose that

VININGS TRACE, LLC

Filed Articles of Organization effective September 24, 1996, and is a limited liability company duly organized and existing under the laws of the State of Indiana.

I further certify this limited liability company has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set  
hand and affixed the seal of the State of  
Indiana, at the City of Indianapolis, this  
Nineteenth day of August, 1999.



*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

*YK*  
Deputy

FILED  
99 AUG 25 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA