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Attorneys At Law

PLEASE REPLY TO

Tampa

August 23, 1999

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

8000002970178--8
-08/25/99--01089--003
****337.50 ****337.50

Re: Vinings at Eagle Creek, LLC
Our File No. 98-4295

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-Vinings\Eagle.wpd

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

W/8/27

**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 AT EAGLE CREEK, 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 3. 36-4142591
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 19, 1997 5. December 31, 2020
(Date of Organization) (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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>The Western and Southern</u>	<u>MGRM</u>		
<u>Life Insurance Company</u>			
<u>400 Broadway</u>			
<u>Cincinnati, Ohio 45202-3341</u>			

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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 AT EAGLE CREEK, 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

\$ 2,697,733.00

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

\$ 2,697,733.00

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

VININGS AT EAGLE CREEK, 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

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SECRETARY OF STATE
ALLAHASSEE 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 AT EAGLE CREEK, LLC

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

William G. Scott

(Name)

101 E. Kennedy Blvd., Suite 2700

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

Tampa

FL

33602

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.

William G. Scott

(Signature)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

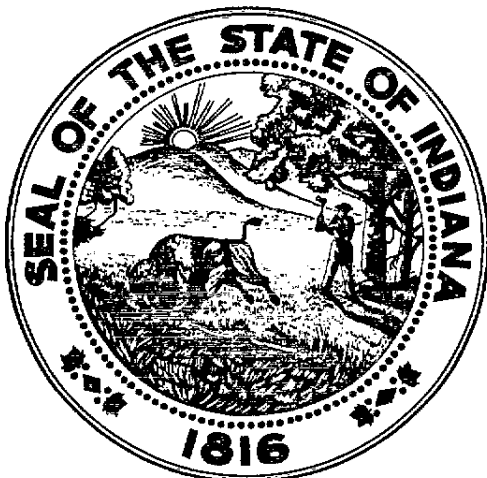
VININGS AT EAGLE CREEK, LLC

filed Articles of Organization effective March 19, 1997, 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.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In Witness Whereof, I have hereunto set my 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

JK
Deputy