

WADE R. BYRD, P.A.
MICHEL BYRD ELLIS
* MEMBER OF NEW YORK AND FLORIDA BAR

LAW OFFICES
WADE R. BYRD, P.A.
350 ROYAL PALM WAY, SUITE 409
PALM BEACH, FLORIDA 33480
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HARRY W. STEWART, JR.
(1907 - 1988)

September 1, 1999

Florida Department of State
Division of Corporations
Attention: Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

700002977147--7
-09/02/99-01067-003
****346.25 ****346.25

W99-20755

RE: Registration - State of Florida
142, LLC, a Kentucky limited
liability company

Dear Sirs:

Enclosed for filing are documents, as well as check in payment for the filing for an out-of-state limited liability company. The name of the out-of-state limited liability company is 142, LLC.

We are enclosing herewith Kentucky Certificate of Existence; Application by Foreign Limited Liability Company for Authorization to Transaction Business in Florida; Affidavit of Membership and Contributions of Foreign Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office, as well as a check payable to the Secretary of State of Florida in the amount of \$346.25. The check represents a filing fee of \$250.00; \$35.00 for designation of a resident agent; \$52.50 for a certified copy; and an additional \$8.75 for a certificate under seal.

If for any reason the enclosed documents are insufficient for the filing of this out-of-state limited liability company within the State of Florida, please call the undersigned attorney collect.

With appreciation for your assistance.

Very truly yours

WADE R. BYRD

FILED
SEP 22 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRB:fwv



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 8, 1999

WADE R. BYRD, P.A.
350 ROYAL PALM WAY, SUITE 409
PALM BEACH, FL 33480

SUBJECT: 142, LLC
Ref. Number: W99000020755

We have received your document for 142, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amounts in your affidavit do not add up; please check your figures. Also, please complete all lines on the affidavit: if an amount is "O," please put "0."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 599A00044483



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 15, 1999

WADE R. BYRD, P.A.
350 ROYAL PALM WAY, SUITE 409
PALM BEACH, FL 33480

SUBJECT: 142, LLC
Ref. Number: W99000020755

We have received your document for 142, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Enclosed is a new, blank copy of our affidavit form. Thank you for correcting the calculations in your form, and please accept our apology for failing to note that the language in the form you made does not match the language in ours. Please use the enclosed blank form for your affidavit to avoid confusion. Note that the fourth line of the affidavit is for the total amount of cash and property contributed AND anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 899A00045389

**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. 142, 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 3. 61-1351973
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 18, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. Upon Admission
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 116 Gulfstream Road
Palm Beach, Florida 33480-4708
(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>Robert K. Wood</u>	<u>Managing Member</u>		
<u>116 Gulfstream Road</u>			
<u>Palm Beach, Florida 33480-4708</u>			

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

142, LLC, a Kentucky limited liability company

2. The name and address of the registered agent and office is:

Robert K. Wood

(Name)

116 Gulfstream Road


(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Beach, Florida 33480-4708

(City/State/Zip)

FILED
99 SEP 22 PM 2:45
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.



(Signature)

Robert K. Wood

August 31, 1999


(Date)

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 142, LLC, a Kentucky
limited liability company 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 \$1,000,000.00
- 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 \$1,000,000.00
(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.)

Robert K. Wood

Typed or printed name of signee

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99 SEP 22 PM 2:45
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Filing Fee: \$250.00 for Application and Affidavit



John Y. Brown III
Secretary of State

Certificate of Existence

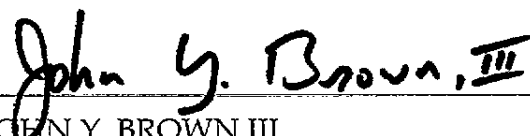
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

142, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is August 18, 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 24th day of August, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
BThompson/0478912

FILED
99 SEP 22 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA