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TAX ATTORNEY

PLEASE REPLY TO:

POST OFFICE BOX 3829
ORLANDO, FL 32802-3829

August 28, 2000

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***1785.00 ***1785.00

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314


Re: P.R. & Associates, Ltd. II

Dear Sir/Madam:

Enclosed please find a Certificate of Limited Partnership for the above-referenced entity to be filed with your office, as well as the General Partner's check in the amount of \$1,785 to cover the filing fees.

If you have any questions on the enclosed, please do not hesitate to contact me immediately.

Sincerely yours,


Nancy J. Calhoun
Assistant to Stephen G. Salley

/njc
Enclosures

FILED
00 AUG 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
P.R. & ASSOCIATES, LTD. II

The undersigned, desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et. seq. of the Florida Statutes, does hereby certify that:

1. The name of the limited partnership is P.R. & ASSOCIATES, LTD. II
2. The address of the office and the name and address of the agent for service of process required to be maintained by Florida Statute §620.105 is as follows:

<u>Name</u>	<u>Address</u>
Ronald L. Mountcastle	1096 Errol Parkway Apopka, Florida 32712

3. The name and business address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
P.R. & Associates, Inc.	1096 Errol Parkway Apopka, Florida 32712

4. The mailing address for the limited partnership is 1096 Errol Parkway, Apopka, Florida, 32712.

5. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18th day of August, 2000.

GENERAL PARTNER:

P.R. & ASSOCIATES, INC.

By: Ronald L. Mountcastle Pres.
Ronald L. Mountcastle, President


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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P94-68618

ACCEPTANCE BY REGISTERED AGENT
FOR SERVICE OF PROCESS

Having been named to accept service of process for the above-named Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 18th day of August, 2000.



Ronald L. Mountcastle, Registered Agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Orange

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Ronald L. Mountcastle who is the President of P.R. & ASSOCIATES, INC., a Florida corporation, which is general partner of P.R. & ASSOCIATES, LTD. II, a Florida limited partnership, hereinafter referred to as the "Partnership," of Orange County, Florida, who upon being duly sworn, on oath, deposes and says to the best of his knowledge and belief:

1. That Ronald L. Mountcastle is the President of P.R. & ASSOCIATES, INC., a Florida corporation, and that P.R. & ASSOCIATES, INC. is the general partner of P.R. & ASSOCIATES, LTD. II, a limited partnership organized under the laws of the State of Florida.

2. That the principal place of business of the limited partnership is 1096 Errol Parkway, Apopka, Florida 32712.

3. That the amount of the capital contributions of the limited partners to the Partnership is \$3,250,000.

4. That the amount of additional capital contributions anticipated to be contributed by the limited partners is \$-0-.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

P.R. & ASSOCIATES, LTD. II
General Partner:

P.R. & ASSOCIATES, INC., a Florida corporation

By: Ronald L. Mountcastle
Ronald L. Mountcastle, President

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TALLAHASSEE, FLORIDA