

222 Latimer Avenue
Fourth Floor
Post Office Box 3188
West Palm Beach, Florida 33402-3188
407/653-5000
800-357-5192 (Florida Only)
FAX 407/653-5111

Attorneys at Law
Miami, Iowa and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Mark's Reply
A95000000177

April 27, 1994

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

500001154645
05/02/94 01074--000
***1937.50 ***1837.50

Re: GGR Oil, Inc./Lube Center Associates
Limited Partnership

Dear Sir:

Enclosed please find one original Certificate of Limited Partnership and a copy of same for the above referenced limited partnership. I have also enclosed an original Affidavit of Capital Contributions for your records.

The original Certificate is to be filed with your office and the copy is to be certified and returned to this office.

Also enclosed is our firm check in the amount of \$1,837.50 for:

Receiving, Filing and Indexing Fee	
Certificate of Limited Partnership	\$1,750.00
Certified Copy of Limited Partnership Certificate	\$ 52.50
Designation of Agent	\$ 35.00
TOTAL	<u>\$1,837.50</u>

5/3/94
Please give me a call if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

Susan D. Bober
Legal Assistant

SDB:jgm/34434
Enclosures

TC
2-400,000

REC-00000017

W94000000944



222 Calaca Avenue
Fourth Floor
Post Office Box 3100
West Palm Beach, Florida 33402-1100
407-653-6000
800-357-5197 (Florida Only)
FAX 407-653-5311

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

June 8, 1994

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Attn: Diane Cushing, Corporate Specialist

Re: LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP
Ref. Number: W94000009944

Dear Ms. Cushing:

Enclosed please find the amended Lube Center Associates Limited Partnership Certificate of Limited Partnership as requested in your letter of May 3, 1994 (a copy of which is enclosed.)

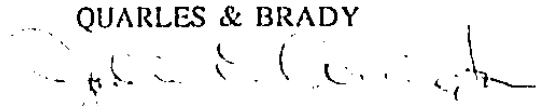
Paragraph 3 of your letter makes reference to "instructions and/or forms" regarding registering general partner as a foreign corporation, which you advised were enclosed with our document you returned for correction. Those forms were not enclosed. Please forward same at your earliest convenience.

I believe you are still holding the required check totaling \$1,837.50 for filing the limited partnership. Providing that the correction on the enclosed Certificate is acceptable, please file same. If you require any additional revisions or additions, please do not hesitate to contact me.

Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY


Jodie E. Arrington
Legal Assistant

jea
Enclosure

QBWPB1\39698.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

May 3, 1994

SUSAN D. BOBER
QUARLES & BRADY
P.O. BOX 3188
WEST PALM BEACH, FL 33402-3188

SUBJECT: LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP
Ref. Number: W94000009944

We have received your document for LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

The registered agent must sign accepting the designation.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 394A00020344



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

June 13, 1994

*cc: Mr. Cushing
cc: Mr. Brady
cc: Mr. Smith
cc: Mr. [unclear]*

JODIE E. ARRINGTON
QUARLES & BRADY
P.O. BOX 3188
WEST PALM BEACH, FL 33402-3188

SUBJECT: LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP
Ref. Number: W94000009944

We have received your document for LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP and your check(s) totaling \$1837.50 . However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 294A00027613

LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is being executed and filed with the Office of the Secretary of State of the State of Florida in order to form a limited partnership under the Florida Uniform Limited Partnership Act, §620.101 et seq., Florida Statutes.

1. The name of the limited partnership is LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP.

2. The address of the record office and the name and address, including street and number of the agent for service of process at that address is Florida-Lawdock, Inc., 222 Lakeview Avenue, Fourth Floor, Esperante Building, West Palm Beach, Florida 33402-3188.

3. The name and business address of the sole general partner is ~~XXXXXXXXXX~~ GGR Oil, Inc., 13331C Veterans Memorial, Houston, Texas 77014.

4. The latest date upon which the Partnership is to dissolve is December 31, 2013.

5. The mailing address of the limited partnership is the same as that stated in Paragraph 3 herein.

DATED this 11th day of March, 1994.

GGR OIL, INC.
General Partner

By: Robert A. Goldberg
ROBERT A. GOLDBERG
Authorized Officer

This Instrument Prepared By
and Return to:
Stuart Mermelstein, Esq.
Quarles & Brady
222 Lakewood Avenue
Fourth Floor
West Palm Beach, Florida 33402

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF Florida)
COUNTY OF Miami Beach) ss.

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Robert A. Goldberg, (the "Affiant"), as President of GGR Oil of Texas, a Texas corporation, the General Partner of Lube Center Associates, Ltd., a Florida limited partnership (the "Partnership") who, after being by me first duly sworn, deposes and says:

1. That GGR Oil of Texas, a Texas corporation is the general partner of the Partnership and shall contribute its services, skill and expertise in the acquisition and management of the Partnership properties.

2. That Diane Lyons Fourton and John Fourton are the limited partners of the Partnership and that each limited partner shall contribute \$200,000.00.

3. This affidavit is made for the purpose of documenting the respective capital contributions.

FURTHER AFFIANT SAYETH NAUGHT.

GGR OIL OF TEXAS, INC.,
a Texas corporation, as
general partner of
Lube Center Associates
Ltd., a Florida limited
partnership

Robert A. Goldberg
Print Name: ROBERT A. GOLDBERG
Stuart Mermelstein
Print Name: STUART MERMELSTEIN

By: Robert A. Goldberg Pres.
Robert A. Goldberg President

STATE OF Texas)
COUNTY OF Harris) ss.

The foregoing instrument was acknowledged before me this 25th day of April, 1994, by Robert A. Goldberg, as President of GGR Oil of Texas, Inc., a Texas corporation, who is personally known to me or has produced a drivers license as identification and who did take an oath.



NANCY B. COLEMAN
MY COMMISSION # 06267764 EXPIRES
March 18, 1997
BONDED TO THE PUBLIC BY THE STATE OF TEXAS

Nancy B. Coleman
Notary Public
Print Name: Nancy B. Coleman
Serial No.: 06267764
My Commission Expires: March 18, 1997

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Cassidy Matheson
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 26 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership
LUBE CENTER ASSOCIATES LIMITED PARTNERSHIP 96-AR
CM

1a. DOCUMENT #
A95000000177

Mailing Address
**480310 VETERANS MEMORIAL
HOUSTON TX 77014**

Principal Office Address
**222 LAKEVIEW AVENUE, FOURTH FLOOR
ESPERANTE BUILDING
WEST PALM BEACH FL 33402-3100**

2. New Mailing Address, if Applicable
4200 SHALWEE AVE

State Apt # etc. **1**

City, State & Zip **WEST PALM BEACH, FL 33409**

2a. New Principal Office Address, if Applicable

State Apt # etc.

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA **01/23/1995**

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$400,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
400,000.00

6. FEI Number
65-0546849

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

**\$0.75 Additional Fee required
for a Certificate of Status**

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$130.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$130.75) AND NO MORE THAN \$570.25 (\$437.50 + \$130.75).
If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

**FLORIDA-LAWLOCK, INC.
222 LAKEVIEW AVENUE, FOURTH FLOOR
ESPERANTE BUILDING
WEST PALM BEACH FL 33402-3188**

10. If changed, new Registered Agent/Officer

Name

Street Address (P.O. Box Number is Not Acceptable)

State Apt # etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

GGR OIL, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

**133310 VETERANS MEMORIAL
16945 NORTHCHASE
SUITE # 1570**

11b. City, State & Zip Code

**HOUSTON TX 77014
HOUSTON, TX**

11c. Registration/
Document Number

F95000000581

**100001679071
-01/04/96--01108--035
****576.25 ****576.25**

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

DATE

Typed or Printed Name of General Partner Signing Form

Robert A. Goldberg, M.P.

Telephone Number

407-686-9200

CR2E003 (6/95)