

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

**CSC networks**

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

800-342-8086

DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 9 PM 12:01

ACCOUNT NO. : 072100000032

REFERENCE : 550554 6460A

AUTHORIZATION *Patricia Tzitzis*

COST LIMIT : \$ 140.00

ORDER DATE : March 1, 1995

ORDER TIME : 10:22 AM

ORDER NO. : 550554

400001418364

CUSTOMER NO: 6460A

CUSTOMER: Ms. Lourdes G. Jones  
LOWNDES DROSDICK DOSTER  
KANTOR & REED

215 North Eola Drive  
Orlando, FL 32801

*95000000456*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 9 PM 12:01

DOMESTIC FILING

NAME: PARK CENTRAL PROPERTIES, LTD.

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria J. Newport

EXAMINER'S INITIALS: *Bh*

CERTIFICATE OF LIMITED PARTNERSHIP

FILED STATE  
SECRETARY OF  
DIVISION OF  
95 MAR -9 PM 12:00

The undersigned, hereby make, acknowledge and file with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of establishing in accordance with the laws of the State of Florida a limited partnership for profit as the continuation of and successor to an existing Florida general partnership.

1. NAME OF PARTNERSHIP. The name of the partnership shall be PARK CENTRAL PROPERTIES, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 5009 Park Central Drive, Orlando, Florida 32839, or at such other place or places as the General Partners shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Loran A. Johnson  
215 N. Eola Drive  
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.

A. Elkar Holdings (Florida), Inc.  
215 North Eola Drive  
Orlando, Florida 32801 F15/46

B. LIFO Investments  
5009 Park Central Drive  
Orlando, Florida 32839 64506890003

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP. The mailing address of the partnership is:

5009 Park Central Drive  
Orlando, Florida 32839

6. CONVERSION OF GENERAL PARTNERSHIP - EFFECTIVE DATE OF CERTIFICATE. The Limited Partnership is a continuation of Park Central Properties, a Florida general partnership composed of the undersigned General Partners, that was formed on February 6, 1981 under the name "Orlando Alhambra Syndicate" and is hereby converted into this limited partnership as of the date hereof.

7. TERM. The term of this partnership began on February 6, 1981 when its predecessor general partnership was formed and this limited partnership shall be dissolved on December 31, 2035 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 7<sup>th</sup> day of March, 1995.

GENERAL PARTNERS:

ELKAR HOLDINGS (FLORIDA), INC.,  
a Florida corporation

By: [Signature]  
Its Vice President

LIFO INVESTMENTS, a Florida  
general partnership

By: Cinitel US Properties, Inc.  
a general partner

By: [Signature]  
Its Vice President

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Henry Morton, Vice President of Elkar Holdings (Florida), Inc., which is a General Partner of Park Central Properties, Ltd., known to be the person who executed the foregoing Certificate of Limited Partnership and who acknowledged before me that he executed the Certificate of Limited Partnership for the purposes therein stated. In witness whereof, I have hereunto set my hand and seal this 7<sup>th</sup> day of March, 1995.



VERA D. TORRES  
MY COMMISSION # CC 176974 EXPIRES  
January 29, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

*Vera D. Torres*

Name: VERA D. TORRES  
Notary Public  
Commission No.: CC 176974  
My Commission Expires: 1/29/96

FILED  
STATE  
CLERK OF COURT  
ORANGE COUNTY  
85 MAR -9 PM 12:01

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Henry Morton, Vice President of Cinitel US Properties, Inc., a general partner of LIFO Investments, which is a General Partner of Park Central Properties, Ltd., known to be the person who executed the foregoing Certificate of Limited Partnership and who acknowledged before me that he executed the Certificate of Limited Partnership for the purposes therein stated. In witness whereof, I have hereunto set my hand and seal this 7<sup>th</sup> day of March, 1995.



VERA D. TORRES  
MY COMMISSION # CC 176974 EXPIRES  
January 29, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

*Vera D. Torres*

Name: VERA D. TORRES  
Notary Public  
Commission No.: CC 176974  
My Commission Expires: 1/29/96

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned, after first being duly sworn, deposes and says that the capital contributions of the Limited Partners of PARK CENTRAL PROPERTIES, LTD. total \$1,000.

Under certain circumstances the Limited Partners may be required in the future to make additional capital contributions to the Partnership.

SWORN AND SUBSCRIBED as of the 7<sup>th</sup> day of March, 1995.

Sworn and subscribed to before me by Henry Morton, Vice President of Elkar Holdings (Florida), Inc., a general partner of PARK CENTRAL PROPERTIES, LTD., this 7<sup>th</sup> day of March, 1995.

J. D. Town  
Notary Public  
My Commission Expires: 1/29/96

GENERAL PARTNERS:

ELKAR HOLDINGS (FLORIDA), INC.,  
a Florida corporation

By: [Signature]  
Its Vice President

Sworn and subscribed to before me by Henry Morton, Vice President of Cinitel US Properties, Inc., a general partner of LIFO INVESTMENTS, which is a General Partner of PARK CENTRAL PROPERTIES, LTD., this 7<sup>th</sup> day of February, 1995.

J. D. Town  
Notary Public  
My Commission Expires: 1/29/96

LIFO INVESTMENTS, a Florida  
general partnership

By: Cinitel US Properties, Inc.  
a general partner

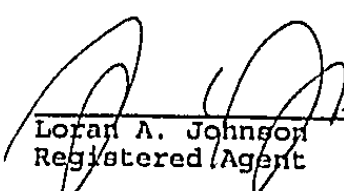
By: [Signature]  
Its Vice President

FILED STATE  
SECRETARY OF CORPORATIONS  
9 MAR -9 PM 12:01

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Loran A. Johnson, accepts his designation as Registered Agent for PARK CENTRAL PROPERTIES, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 7<sup>th</sup> day of March, 1995.

  
Loran A. Johnson  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 19 PM 12:01


STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Loran A. Johnson, known to me to be the person who executed the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7<sup>th</sup> day of March, 1995.



VERA D. TORRES  
MY COMMISSION # CC 176974 EXPIRES  
January 29, 1996  
BONDED TRISTAR FARM INSURANCE, INC.



Name: VERA D. TORRES  
Notary Public  
Commission No.: CC 176974  
My Commission Expires: 1/29/96

John C. Meersle  
Samuel M. Nelson  
Patrick K. Rieck  
Mark D. Schuene  
T. Austin Simmons  
Wendy J. Spiller  
Christopher P. Tessitore  
James S. Toucan  
John T. Wetzsch, Jr.  
Karen A. Williams  
David G. Williford

— Of Counsel —  
Matt F. Beal  
Michael V. Fishery  
Teresa B. Fluer

MEMBER OF COMMERCIAL LAW AFFILIATES WITH INDEPENDENT OFFICES IN PRINCIPAL CITIES WORLDWIDE.

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  
Sandra Morman  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 JAN -2 AM 11:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(DO NOT WRITE IN THIS SPACE)

1. Name of Limited Partnership

1a. DOCUMENT #  
A95000000392

PARK CENTRAL PROPERTIES, LTD.

2. New Mailing Address, if Applicable

Suite, Apt. #, etc. 000000 685560  
-01/10/96--01147--005

City, State & Zip: \*\*\*576.25 \*\*\*576.25

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

Main Address

5009 Park Central Dr.  
Orlando, FL 32839

Principal Office Address

5009 Park Central Dr.  
Orlando, FL 32839

If above addresses are incorrect, notify this office through the correct information and enter correct address in Box 2 and/or 2a.

3. Date Form or Registered to Do Business  
FLORIDA  
03/09/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contribution by Partners  
or Member

\$1,000.00

5b. Amount of Capital Contribution  
FLORIDA to Date

\$1,236,000.00

6. Filing Fee

ADD HERE  
FEE RECEIVED

7. CERTIFICATE OF STATUS REQUIRED

OR Pay 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: \$136.75 (pursuant to section 607.193, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$136.75) AND NO MORE THAN \$576.25 (\$437.50 + \$136.75).  
Note: 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

JOHNSON, LORAN A.  
215 NORTH EOLA DRIVE  
ORLANDO, FL 32801

10. If changed, New Registered Agent

Name  
Street Address (P.O. Box Number is Not Acceptable)  
Suite, Apt. #, etc.  
City, State & Zip: FL 32801

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 in a 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), hereby accept the appointment of the registered agent, I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Required Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Number)	11b. City, State & Zip Code	11c. Registered Document Number
ELKAR HOLDINGS (FLORIDA), LIFO INVESTMENTS	INC. 215 N. Eola Dr. Orlando, FL 32801 5009 Park Central Dr. ORlando, FL 32839	FL 32801 FL 32839	F15196 G95068900003

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 submitted with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of noncompliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information included on this filing 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, limited partner, or authorized officer or employee of an entity that is required to file this report pursuant to chapter 620, Florida Statutes.

SIGNATURE

Henry Morman, President of Elkar Holdings (Florida), Inc., a General Partner

Typed or Printed Name of General Partner Signing Form

CR2003 (03/95)



**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of \_\_\_\_\_  
PARK CENTRAL PROPERTIES, LTD., a Florida  
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,  
Florida Statutes.

The total amount of the capital contributions of the limited partners is \$1,236,000.00.

This 15th day of December, 19 95.

**FURTHER AFFIANT SAYETH NOT.**

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

ELKAR HOLDINGS (FLORIDA), INC., a Florida  
corporation, a General Partner

By: \_\_\_\_\_  
Henry Morton, President

LIFO INVESTMENTS, a Florida general partnership

By: CINITEL U.S. PROPERTIES, INC., a Delaware  
corporation, a General Partner

By: \_\_\_\_\_  
Henry Morton, Vice President

A95000000392

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN -2 AM 11:00

FILED