

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-1111 FAX

800-342-8086

A95000000553



FILED
SECRETARY OF STATE
SECTION OF CORPORATIONS
95 APR -6 AM 11:23

ACCOUNT NO. : 072100000032
REFERENCE : 573132 6162A

AUTHORIZATION: *Patricia Pyjts*
COST LIMIT : \$ 148.75

ORDER DATE : Apr 16, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 573132

400001449124

CUSTOMER NO: 6162A

CUSTOMER: Melissa L. Wilson, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

FILED
SECRETARY OF STATE
SECTION OF CORPORATIONS
95 APR -6 PM 12:51

DOMESTIC FILING

NAME: P. R. & ASSOCIATES, LTD

C. TAX
FILING
R. ADEN
C/COPY
TOTAL
M. BANK
BALANCE
OFFIND

ARTICLES OF INCORPORATION
XXXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: BK

4/16/95
BK

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
P.R. & ASSOCIATES, LTD.

FILED
SECRETARY OF STATE
OFFICE
APR 11 1995
TALLAHASSEE, FLORIDA

This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution entered into as of the 4th day of April, 1995, by and between P.R. ASSOCIATES, INC., a Florida corporation, as General Partner, and RONALD L. MOUNTCASTLE as Original Limited Partner of P.R. & ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

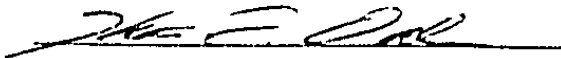
1. Name of Partnership. The name of the limited partnership is P.R. & Associates, Ltd.
2. Address and Office. The address and office of the Partnership shall be 1425 B. Oak Place, Apopka, Florida 32715. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service of process of the Partnership shall be Ronald L. Mountcastle, whose address is 1425 B. Oak Place, Apopka, Florida 32715.
4. Name and Business Address of General Partner. The General Partner is P.R. Associates, Inc., a Florida corporation. The address of the General Partner is 1425 B. Oak Place, Apopka, Florida 32715. 894000068018
5. Mailing Address of Limited Partnership. The mailing address for the Partnership is 1425 B. Oak Place, Apopka, Florida 32715.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2035.
7. Right to Sell or Assign. The Limited Partner does not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.
8. Additional Limited Partners. No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

GENERAL PARTNER:

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



By 
RONALD L. MOUNTCASTLE,
its President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of P.R. & ASSOCIATES, LTD., I hereby accept and agree to act in this capacity.


RONALD L. MOUNTCASTLE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 6 AM 11: 24

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNER

P.R. ASSOCIATES, INC., a Florida corporation, the sole General Partner of P.R. & ASSOCIATES, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partner is:


<u>Limited Partner</u>	<u>Capital Contribution</u>
Ronald L. Mountcastle	\$100.00

2. The total amount anticipated to be contributed by the Limited Partner is \$100.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

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

By: 
RONALD L. MOUNTCASTLE,
its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 6 AM 11: 24

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-3993

800-342-8086

A9500000553



95 JUL -6 AM 8:38

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 632700 6162A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 105.00

ORDER DATE : July 5, 1995

ORDER TIME : 5:09 PM

300001530453

ORDER NO. : 632700

CUSTOMER NO: 6162A

CUSTOMER: Melissa L. Wilson, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -6 AM 9:31

NAME: P. R. & ASSOCIATES, LTD.

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *BR*

7/6/95
BR

FIRST AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
P.R. & ASSOCIATES, LTD.

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUL -5 PM 9:31

The Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution of P.R. & Associates, Ltd., a Florida limited partnership (the "Partnership"), filed with the Florida Secretary of State on April 6, 1995, is hereby amended and restated pursuant to Section 620.109 Florida Statutes, by the sole General Partner, who, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is P.R. & Associates, Ltd.
2. Address and Office. The address and office of the Partnership shall be 1428 B. Oak Place, Apopka, Florida 32712. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service of process of the Partnership shall be Ronald L. Mountcastle, whose address is 1428 B. Oak Place, Apopka, Florida 32712.
4. Name and Business Address of General Partner. The General Partner is P.R. & Associates, Inc., a Florida corporation. The address of the General Partner is c/o Douglas Avenue Mobil, 201 W. Highway 436, Altamonte Springs, Florida 32714.
5. Mailing Address of Limited Partnership. The mailing address for the Partnership is 1428 B. Oak Place, Apopka, Florida 32712.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2035.
7. Right to Sell or Assign. The Limited Partner does not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.
8. Additional Limited Partners. No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

IN WITNESS WHEREOF, the undersigned has executed this First Amended and Restated Certificate and Agreement of Limited Partnership as of the day, month and year first above written.

WITNESS:

GENERAL PARTNER:

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

Michael L. Wilson

BY: Ronald L. Mountcastle
Ronald L. Mountcastle,
its President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of P.R. & ASSOCIATES, LTD., I hereby accept and agree to act in this capacity.

Ronald L. Mountcastle
Ronald L. Mountcastle

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -6 AM 9:31

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNER

P.R. & ASSOCIATES, INC., a Florida corporation, the sole General Partner of P.R. & ASSOCIATES, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partner is:

<u>Limited Partner</u>	<u>Capital Contribution</u>
Ronald L. Mountcastle	\$100.00

2. The total amount anticipated to be contributed by the Limited Partner is \$100.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

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

By: 
Ronald L. Mountcastle,
its President

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUL -6 AM 9:31

A95000000553

OFFICE USE ONLY (Document #)

P.R. Associates, Inc.
(Incorporator's Name)
1125 B Cal Plac.
(Address)
Aprika HI 96710
(City, State, Zip) (Phone #)

11000000000000000000
11000000000000000000
1750.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- P.R. Associates, Inc. 195000000553
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
1955 10 22 AM 10 01

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FF \$1,750.00
11/21/95

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra R. Mortham
Secretary of State

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

The undersigned general partners of P.R.A. Associates, Ltd.

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 \$ 200,000

This 17th day of November, 1995

FURTHER AFFLIANT 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.*

General Partner(s)

[Signature] Pres
P.R.A. Associates, Inc.
R.L. Montcastle Pres

FILED
1995 NOV 22 AM 10:01
TALLAHASSEE

FEES.

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

INTISE20(3 95)

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA LIMITED PARTNERSHIP ACT
PARTNERSHIP
REGISTRATION
STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
1995 NOV 22 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of the Partnership
**1a. DOCUMENT #
A95000000553**

P.R. & ASSOCIATES, LTD.

Mailing Address
1428 D. OAK PLACE
APOPKA FL 32712
Principal Office Address
1428 D. OAK PLACE
APOPKA FL 32712

2. How Mailing Address is Mailed
8000016481543
-17/29/95--01010--028
***2326.25 ***576.25

3. Date Form is Being Filed (File On Business Day)
04/06/1995
3a. Dated and Reported
4. State or Country of Formation
FL

2a. How Principal Office Address is Mailed
State: Apk # etc
City, State & Zip

5a. Capital Contributions as of Year-End
\$100.00
5b. Amount of Capital Contributions as of FLORIDA Year-End
700,000
6. FID Number
59-3318462

7. CERTIFICATE OF STATUS REQUIRED
\$475 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 5a or 5b or \$a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee. \$138.75 (maximum to Section 607.193 F.S.)
THE AMOUNT DUE SHALL BE: NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$437.50 (\$437.50 + \$138.75)
Note: If the amount entered in 5a is greater than amount entered in 5b, 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
MOUNTCASTLE, RONALD L
1428 B. OAK PLACE
APOPKA FL 32712

10. If changed, new Registered Agent Info
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. # etc
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1091 and 620.1092, Florida Statutes, the above named limited partnership organization is registered under the laws of the State of Florida, submitting this statement for the purpose of changing its registered office or both in the State of Florida. Such change was approved by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.1092, Florida Statutes.

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)
P.R. ASSOCIATES, INC.
11a. Address of Each General Partner (Do NOT Use Post Office Box Number)
C/O 201 W. HIGHWAY 43
11b. City, State & Zip Code
ALTAMONTE SPRINGS FL
11c. Registrar's Document Number
P94000068018
AR - \$437.50
SF - \$138.75
11-27-95

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 understand the Division of Corporations is not liable for 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 I were an individual. I am a partner, officer or director of the limited partnership, the owner or trustee empowered to execute this report as required by chapter 607, Florida Statutes.

SIGNATURE *R.L. Mountcastle* G/Partner Pres. 10-18-95
R.L. Mountcastle (Pres)
P.R. & Assoc., Ltd. Gen/Part 407-977-1288

CR2003 (6/95)

X

A9500000553

4/02/97 CORPORATE DETAIL RECORD SCREEN 10:15 AM
 NUM: A9500000553 ST: FL ACTIVE/FL LP FLD: 04/06/1995
 LAST: CONTRIBUTION CHANGE FLD: 11/22/1995
 ACT CONT: 700,000.00 FEI#: 59-3318462
 NAME : P.R. & ASSOCIATES, LTD.
 PRINCIPAL: ~~1428 D. OAK PLACE~~ 1096 Errol Pkwy. CHANGED: 07/06/95
 ADDRESS APOPKA, FL 32712
 RA NAME : MOUNTCASTLE, RONALD L
 RA ADDR : 1428 D. OAK PLACE
 APOPKA, FL 32712 US
 ANN REP : (1996) I 11/22/95

400002134354--2
 -04/04/97--01115--018
 ***1750.00 ***1750.00

1. MENU, 3. PARTNERS, 4. EVENTS

ENTER SELECTION AND CR:

*Use T.C. from
 \$700,000.00
 +
 \$1,050,000.00*

FILED
 97 APR -3 PH 2:47
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

S.A. Neal

*Let
 4/3*

Name	
Availability	
Examiner	<i>Let</i>
U. ser	<i>Let</i>
U. ser	<i>Let</i>
Ver. ser	<i>Let</i>
Admin. reg.	<i>Let</i>
W. P. ver. ser	<i>Let</i>

MLING 1750.00
 C. COPY _____
 R. AGENT _____
 TOTAL 1750.00
 BALANCE DUE \$ _____
 REFUND \$ _____

✓

✓



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1997

WES LOVELACE, CPA
LOVELACE & COLVILLE
1037 STERLING RD., SUITE 204
HERNDON, VA 22070

SUBJECT: P.R. & ASSOCIATES, LTD.
Ref. Number: A95000000553

We have received your document for P.R. & ASSOCIATES, LTD. and check(s) totaling \$576.25. However, your check(s) and document are being returned for the following:

The fee to file the supplemental affidavit is \$1750.00 and the fee to file the annual report is \$576.25. The total fee due for both filings is \$2326.25. Please return the supplemental affidavit and the annual report together with the appropriate fee.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.

3-21-97

PAY THIS ADDITIONAL
\$ 1750 + MAIL THIS
ENTIRE PACKAGE TO
THE CIRCLED ADDRESS
BELOW

ATTEN: KAREN BUYER

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314 ✓

LOVELACE & COLVILLE

CERTIFIED PUBLIC ACCOUNTANTS

Member AICPA

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

February 2, 1997

Re: P.R. & Associates, LTD
Limited Partnership Annual Report - 1997

Attention: David Mann, Division Director

Enclosed is the 1997 Limited Partnership Annual Report for P.R. & Associates, LTD.. We have enclosed a check for \$576.75 (max. under block 8 instructions.) The amount of capital contributions has increased by \$350,000 from the 1996 report filed. The additional \$350,000 was received in 1995 but after we filed the 1996 report. This was an administrative ^{error} on our part, as evidenced by the attached letter dated November 6, 1995, attached Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership with an astronomical number to avoid any additional tax in future years. Also, the lawyer who filed on 4-6-95 neglected to record the proper amount of capital contributions i.e. one billion in capital contributions - so no additional tax would be due. Attached is a new Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership with \$1,000,000,000 as a ceiling of contributions.

We realize we are technically at fault, but it was not our intent to defraud\avoid paying any tax due. Under "general reasonable cause" we respectively request waiver from an additional \$1,750 fee for contributions we in essence recorded and received in 1995.

If you have any questions, please do not hesitate to contact our firm or P.R. & Associates, LTD. (1-888-777-8082).



Wes Lovelace, CPA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1997

Mr. Wes Lovelace, CPA
Lovelace & Colville
Certified Public Accountants
1037 Sterling Road, Suite 204
Herndon, Virginia 22070

Dear Mr. Lovelace:

Thank you for your letter of February 2, 1997, advising us that the amount of capital contributions was incorrectly stated in the original documents filed April 6, 1995, under the name, P.R. & Associates, LTD.

As you know, each Florida limited partnership, at the time of its formation, must sign an affidavit declaring the anticipated amount of capital contribution. This affidavit must accompany the certificate of limited partnership when it is submitted to the Division of Corporations for filing.

Unlike corporate law, there are no provisions in Chapter 620 for filing a correction to either of these documents. If any statement in the certificate of limited partnership changes, provisions to amend the certificate of limited partnership are provided for in s.620.109, Florida Statutes. If the actual contributions exceed the anticipated amount, a supplemental affidavit of capital contributions must be filed in accordance with s.620.112, F.S. The supplemental affidavit filing fee is calculated according to the provisions set forth in s.620.182(4), F.S. There is no provision in the Statutes to allow for an increase in capital contributions without filing a supplemental affidavit and paying the assessed filing fee.

Mr. Wen Lovelace
February 17, 1997
Page two

In the absence of statutory authority, your request for waiver of the \$1,750 filing fee, on the basis of this being a correction to a filed document, must be denied. While I sympathize with your situation, I am sure you understand our position in this matter.

Sincerely,



David E. Mann, Director
Division of Corporations

DEM/ml

Enclosures: Rejection notice dated 1/8/97 returning:
1997 Annual Report Form/P.R. & Associated, Ltd.
Check for \$576.25 drawn on P.R. & Associated, Ltd.
Supplemental Affidavit of Capital Contributions

FILED

97 APR -3 PM 2:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The undersigned general partners of P.R. & Associates, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of capital contributions of the limited partners will not exceed \$1,000,000,000. This 20th day of December, 1996.

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 belief.

General Partner

x *Q. L. Moun Scott* Pres.
P.R. & Assoc., Inc Gen. Partner