

A 95000001586

PREVATT ENGLAND AMBLER SNYDER & TAYLOR

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE TAMPA CITY CENTER
SUITE 2505
201 NORTH FRANKLIN STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 273-9886
FACSIMILE (813) 273-0414

POST OFFICE BOX 2920
TAMPA, FLORIDA 33601-2920

October 18, 1995

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

200001615272
-10/19/95--01057--004
***1785.00 ***1785.00

Re: Redstone Resources, Ltd.

200001615272
-10/19/95--01057--005
*****52.50 *****52.50

Dear Secretary:

Enclosed herewith is a Certificate of Limited Partnership of Redstone Resources, Ltd. and Affidavit of Capital Contributions to Redstone Resources, Ltd. together with two checks one in the amount of \$1,785.00 and one for \$52.50 to cover the following:

Filing Fees	\$1,750.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

\$1,837.50

FILED
1995 OCT 19 AM 10:30
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

We would appreciate your filing the Certificate, certifying it, and returning it to us.

10/23/95 dce

Sincerely,

Karen J. Prevatt

Karen J. Prevatt

KJP:mar	
Enclosures	
h:\files\wjmble\acctstg.ktr	
Acknowledgment	
W. P. Verifier	

TC
\$1,999,999.00
2,000,000.00

A 95000001586

CERTIFICATE OF LIMITED PARTNERSHIP OF

REDSTONE RESOURCES, LTD.,

a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is REDSTONE RESOURCES, LTD.
2. The address of the office of the Partnership is 3801 South Nine Drive, Suite 33, Valrico, Florida 33594-8268.
3. The name and address of the agent for service of process on the Partnership is Bill Wimble, 3801 South Nine Drive, Suite 33, Valrico, Florida 33594-8268.

4. The names and business addresses of the general partners are as follows:

Redstone Resources and Funding Corp.
3801 South Nine Drive
Suite 33
Valrico, Florida 33594-8268

P93000068627

5. The mailing address of the Partnership is 3801 South Nine Drive, Suite 33, Valrico, Florida 33594-8268.

6. The latest date upon which the Partnership shall dissolve is December 31, 2000.

7. The effective date of this Certificate of Limited Partnership shall be upon the filing of this Certificate of Limited Partnership with the Florida Secretary of State.

The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
OCT 19 AM 10:30
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this certificate of Limited Partnership has been executed by all of the general partners of REDSTONE RESOURCES, LTD., this 11 day of October, 1995.

General Partner:

REDSTONE RESOURCES AND FUNDING
CORP.

By Bill Wimble
Bill Wimble
Its: President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
BY BILL WIMBLE

Having been named as registered agent for REDSTONE RESOURCES, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By Bill Wimble
Bill Wimble

1995 OCT 11 10:30
STATE
TALLAHASSEE
FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO REDSTONE RESOURCES, LTD.**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority appeared Bill Wimble, President of REDSTONE RESOURCES & FUNDING CORP., a Florida corporation, the sole general partner of REDSTONE RESOURCES, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by each of the limited partners, in the aggregate, is as follows:

Cash Contributions in the aggregate amount of \$506,424.40;

Agreed Value of Property in the aggregate amount of \$0;

2. The amount of the additional capital contributions anticipated to be contributed by the limited partners, in the aggregate, is \$1,493,575.60.

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.

GENERAL PARTNER:

REDSTONE RESOURCES & FUNDING
CORP., a Florida Corporation

By: Bill Wimble
Bill Wimble, President

FILED
1995 OCT 19 AM 10:38
TALLAHASSEE, FLORIDA
STATE

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th
day of October, 1995, by Bill Wimble, President of Redstone
Resources & Funding Corp., a Florida Corporation, who is the sole
general partner of Redstone Resources, Ltd., who is personally
known to me ~~or who has produced~~ _____ as
identification and who did (did not) take an oath.

Melissa A. Rose
Printed Name: _____
Notary Public
Serial Number (if any): _____
My Commission Expires: _____

h:\ficalwimble\affidav.td



MELISSA A ROSE
My Commission CG433157
Expires Jan. 12, 1999
Bonded by HAI
800-422-1555

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

A9500001586

FILED

1995 NOV -9 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership
REDSTONE RESOURCES, LTD.

1a. DOCUMENT #
A9500001586

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

Sub. Apt #, etc
City, State & Zip
300001635293
-11/14/95--01050--021
******576.25 ****576.25**

2a. New Principal Office Address, if Applicable

Sub. Apt #, etc
City, State & Zip

Mailing Address Principal Office Address

3801 South Nine Drive
Suite 33
Valrico, FL 33594-8268

Same as mailing address.

3. Date Formed or Registered to Do Business in FLORIDA
10/19/95

3a. Date of Last Report
N/A

4. State or Country of Formation
Florida

5a. Capital Contributions as Shown on Record
\$2,000,000.00

5b. Amount of Capital Contributions in FLORIDA to date
\$705,424.00

6. FEI Number
59-3339330

7. CERTIFICATE OF STATUS REQUIRED

Applied For
Not Applicable

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: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75)
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

Bill Wimble
3801 South Nine Drive, Suite 33
Valrico, FL 33594-8268

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Sub. Apt #, etc
City
Zip Code
FL

10a. Pursuant to the provisions of sections 620.1051 and 620.192, 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 620.192, Florida Statutes.

SIGNATURE (Registered 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 Numbers)	11b. City, State & Zip Code	11c. Registrar/Document Number
Redstone Resources & Funding Corp.	3801 South Nine Dr. Suite 33	Valrico, FL 33594-8268	P93000068627
		AR - \$437.50 SF - \$138.75	
		11-13-95	

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 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 effects 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.

REDSTONE RESOURCES & FUNDING CORP.
SIGNATURE By: Bill Wimble DATE 11-3-95
Typed or Printed Name of General Partner Signing Form Bill Wimble, President Telephone Number (813) 681-5009

CR2E003 (6/95)