

LO4000053304

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MICHAEL L. BREWER

Attorney at Law

500 Canal Street, New Smyrna Beach, Florida 32168

(386) 423-5504

Telecopier: (386) 423-8370

November 10, 2005

Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: PTR Holdings, L.C.
Amended and Restated Articles

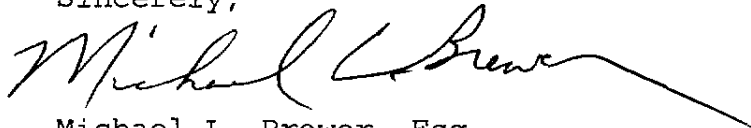
Dear Sir or Madam:

Please find enclosed an original and one copy of the Amended and Restated Articles of Organization for the above referenced Limited Liability Company. Also enclosed is a check made payable to the Florida Department of State in the amount of Eighty (\$80.00) Dollars for the following:

1. Filing Fee	\$ 25.00
2. Certificate of Registered Agent	\$ 25.00
3. Certified copy of Charter document	<u>\$ 30.00</u>
Total	\$ 80.00

After filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Sincerely,



Michael L. Brewer, Esq.

MLB/mlv
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 17, 2005

MICHAEL L. BREWER, ESQ.
500 CANAL STREET
NEW SMYRNA BEACH, FL 32168

SUBJECT: PTR HOLDINGS, L.C.
Ref. Number: L04000053304

We have received your document for PTR HOLDINGS, L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's date of incorporation/organization must be listed in the document.

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 (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 605A00068147

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PTR HOLDINGS, L.C.

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The undersigned authorized representative of the members, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I

NAME

The name of this limited liability company is, and shall be, PTR HOLDINGS, L.C. and its principal place of business shall be in Volusia County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members. The Articles of Organization were initially filed on July 16, 2004, document number L0400053304.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be perpetual, unless unanimously agreed otherwise by the members.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited

liability company shall be located at 161 North Causeway, Suite 8, New Smyrna Beach, Florida 32169.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is 161 North Causeway, Suite 8, New Smyrna Beach, Florida 32169, and the name of its initial registered agent is EDWIN C. LUNSFORD, JR.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Operating Agreement and new members will be admitted to membership only with the unanimous consent of all members.

Upon the death, retirement, resignation, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VI

PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII

CAPITAL CONTRIBUTIONS

A Capital contribution in the initial aggregate amount of Three Thousand (\$3,000.00) Dollars cash shall be paid by the member, as hereinafter defined, of this limited liability company in the percentages specified as follows:

<u>Name and Address</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
EDWIN C. LUNSFORD, JR., as Trustee of the EDWIN C. LUNSFORD, JR., TRUST U/I/D MAY 2, 1986 ("Edwin C. Lunsford, Jr., Trustee") 161 North Causeway, Suite 8 New Smyrna Beach, Florida 32169	\$3,000.00	100%

ARTICLE VIII

PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance with the cash basis of accounting used to prepare the Federal Tax Form. Distributions of net profits, or allocation of net operating losses,

may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX

MANAGEMENT

This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the members. EDWIN C. LUNSFORD, JR., TRUSTEE, whose address is 161 North Causeway, Suite 8, New Smyrna Beach, Florida 32169, is hereby designated the initial managing member to serve as manager until the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have all of the powers enumerated in Section 608.404, Florida Statutes, including, but not limited to the power to borrow money and pledge company assets.

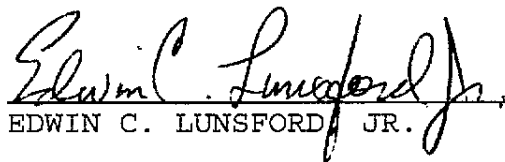
The undersigned hereby certifies that he is the duly authorized representative of all members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of PTR HOLDINGS, L.C.

Executed by the undersigned at New Smyrna Beach, Volusia County, Florida, on the 10th day of November, 2005.

By: Edwin C. Lunsford
EDWIN C. LUNSFORD, JR., AS TRUSTEE
u.i.d. 5/2/86
Authorized Representative
Pursuant to Section 608.407,
Florida Statutes

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


EDWIN C. LUNSFORD JR.

DATE: November 10, 2005

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