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BY FEDERAL EXPRESS

850-245-6051

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Sofran Marbella, Ltd.

300004678863--1  
-11/14/01--01068--004  
\*\*\*\*140.00 \*\*\*\*140.00

Ladies and Gentlemen:

In connection with the referenced limited partnership, I am enclosing the following:

1. The original and one (1) copy of the Certificate of Limited Partnership of Sofran Marbella, Ltd.;
2. The Affidavit of Capital Contributions for Sofran Marbella, Ltd.; and
3. A check in the amount of \$140.00 to cover the following fees:
  - a. Filing (\$52.50)
  - b. Certified copy (\$52.50)
  - c. Designation of registered agent (\$35.00)

Please send a certified copy of the filed certificate to me in the enclosed Federal Express envelope. If you have any questions, please contact me at 404-420-5764.

Sincerely,

*Suzanne Seawell Wilkie*  
Suzanne Seawell Wilkie

SSW/pdj  
Enclosures

cc: Sofran Marbella, Ltd.  
Suzan E. Roth, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF SOFRAN MARBELLA, LTD.**

THE INTERESTS IN SOFRAN MARBELLA, LTD. (THE "INTERESTS") ARE SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER TERMS AND CONDITIONS SET FORTH IN THIS AGREEMENT AND MAY NOT BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED, OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS HEREOF. THEREFORE, PURCHASERS OF THE INTERESTS WILL BE REQUIRED TO BEAR THE RISK OF THEIR INVESTMENTS FOR AN INDEFINITE PERIOD OF TIME. THE INTERESTS HAVE NOT BEEN REGISTERED (i) UNDER ANY STATE SECURITIES LAWS (THE "STATE ACTS"), (ii) UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "FEDERAL ACT"), OR (iii) UNDER THE SECURITIES LAWS OF ANY FOREIGN JURISDICTION (THE "FOREIGN ACTS"), AND NEITHER THE INTERESTS NOR ANY PART THEREOF MAY BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED, OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF THIS AGREEMENT AND (1) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY APPLICABLE STATE ACTS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER SUCH STATE ACTS OR FOR WHICH SUCH REGISTRATION OTHERWISE IS NOT REQUIRED, (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FEDERAL ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FEDERAL ACT OR FOR WHICH SUCH REGISTRATION OTHERWISE IS NOT REQUIRED, AND (3) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY APPLICABLE FOREIGN ACTS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER ANY APPLICABLE FOREIGN ACTS OR FOR WHICH SUCH REGISTRATION IS NOT OTHERWISE REQUIRED.

1. The name of the limited partnership is Sofran Marbella, Ltd. (the "Partnership").
2. The business address of the Partnership is 808 Third Street, Suite C, Neptune Beach, Florida 32266.
3. The mailing address of the Partnership is 808 Third Street, Suite C, Neptune Beach, Florida 32266.
4. The Registered Agent for Service of Process is Robert Rouleau, located at 808 Third Street, Suite C, Neptune Beach, Florida 32266.
5. The latest date upon which the Partnership shall be dissolved is December 31, 2061.
6. The General Partner of the Partnership is The Sofran Corporation, a Delaware corporation, having a business address of 808 Third Street, Suite C, Neptune Beach, Florida 32266.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 1st day of November, 2001.

THE SOFRAN CORPORATION, a Delaware  
corporation, General Partner

By:   
Robert Rouleau, President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR SOFRAN MARBELLA, LTD.**

The undersigned, constituting all of the general partners of Sofran Marbella, Ltd., a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$99.00.

The total amount of capital contributions contributed and anticipated to be contributed by the limited partners at this time is \$99.00.

Signed this 2nd day of November, 2001.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct, to the best of my knowledge and belief.

THE SOFRAN CORPORATION, a Delaware  
corporation, General Partner

By:   
Robert Rouleau, President