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(Requestor's Name)

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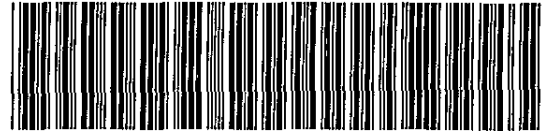
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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2003 MAR -5 AM 9:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 7 2003

SCOGGINS & GOODMAN, P.C.

ATTORNEYS AT LAW

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March 4, 2003

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
2003 MAR 5 AM 9:18
BY FEDERAL EXPRESS
850-245-6051
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: *Filing Certificate of Limited Partnership for Florida Limited Partnership for Sofran Winter Haven (WAL), Ltd.*

Ladies and Gentlemen:

I am enclosing the following:

1. The original and one (1) copy of the Certificate of Limited Partnership of Sofran Winter Haven (WAL), Ltd.
2. The Affidavit of Capital Contributions for Sofran Winter Haven (WAL), Ltd.
3. A check in the amount of \$140.00 to cover the following fees:
 - a. Filing (\$52.50);
 - b. Certified copy (\$52.50); and
 - 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, either by phone or e-mail, as shown above. Thank you!

Sincerely,



Susan Ford
Paralegal

SF/la
Enclosures

cc: Sofran Winter Haven (WAL), Ltd.
Suzan E. Roth, Esq.
Laura C. Zschach, Esq.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF SOFRAN WINTER HAVEN (WAL), LTD.**

FILED
2003 MAR -5 AM 9:
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

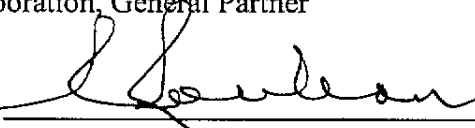
THE INTERESTS IN SOFRAN WINTER HAVEN (WAL), LTD. (THE "INTERESTS") ARE SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER TERMS AND CONDITIONS SET FORTH IN THIS AGREEMENT AND MAY NOT BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED, OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS 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 Winter Haven (WAL), Ltd. (the "Partnership").
2. The business address of the Partnership is 818 A-1-A North, Suite 203, Ponte Vedra Beach, Florida 32082.
3. The mailing address of the Partnership is 818 A-1-A North, Suite 203, Ponte Vedra Beach, Florida 32082.
4. The Registered Agent for Service of Process is Robert Rouleau, located at 818 A-1-A North, Suite 203, Ponte Vedra Beach, Florida 32082.
5. The latest date upon which the Partnership shall be dissolved is December 31, 2073.
6. The General Partner of the Partnership is The Sofran Corporation, a Delaware corporation, having a business address of 818 A-1-A North, Suite 203, Ponte Vedra Beach, Florida 32082. #P00441

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 28th day of February, 2003.

THE SOFRAN CORPORATION, a Delaware
corporation, General Partner

By: 
Robert Rouleau, President
of GP and as registered agent

FILED
2003 MAR -5 AM 9:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR SOFRAN WINTER HAVEN (WAL), LTD.**

FILED
2003 MAR -5 AM 9:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, constituting all of the general partners of Sofran Winter Haven (WAL), 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 28th day of February, 2003.

FURTHER AFFIANT 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