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SCOGGINS & GOODMAN, P.C.

ATTORNEYS AT LAW

JAMES A. BUDD 404-420-5711 JBUDD@SGPC.COM 2800 MARQUIS ONE TOWER 245 PEACHTREE CENTER AVENUE, N.E. ATLANTA, GEORGIA 30303 404-659-1000 www.sgpc.com

FAX 404-659-3021

January 12, 2004

BY FEDERAL EXPRESS 850-245-6051

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

Re: Sofran Osceola (Eck), Ltd.

Dear Ladies and Gentlemen:

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

- 1. The original and one (1) copy of the Certificate of Limited Partnership of Sofran Osceola (Eck), Ltd.;
- 2. The Affidavit of Capital Contributions for Sofran Osceola (Eck), 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 envelope. If you have any questions, please contact me at (404) 420-5711.

Very truly yours,

James A. Budd

Enclosures

cc: Sofran Osceola (Eck), Ltd. Suzan E. Roth, Esq.

CERTIFICATE OF LIMITED PARTNERSHIP OF SOFRAN OSCEOLA (ECK), LTD.

THE INTERESTS IN SOFRAN OSCEOLA (ECK), 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 Osceola (Eck), 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 Vedras 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.
- The latest date upon which the Partnership shall be dissolved is December 31, 2074.
- 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.

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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 9th day of January, 2004.

THE SOFRAN CORPORATION, a Delaware corporation, General Partner

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Certificate of Limited Partnership of Sofran Osceola (Eck), Ltd. Page 2

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR SOFRAN OSCEOLA (ECK), LTD.

The undersigned, constituting all of the general partners of Sofran Osceola (Eck), 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 2th day of January, 2004.

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