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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

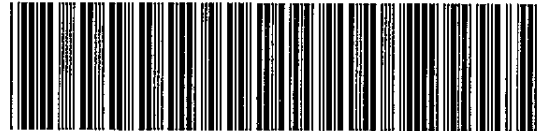
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KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FLORIDA SUPREME COURT CERTIFIED
MEDiator-ARBITRATOR
*BOARD CERTIFIED IN TAXATION
†ALSO CERTIFIED PUBLIC ACCOUNTANT
*ADMITTED COLORADO BAR

October 21, 2004

CERTIFIED MAIL – RETURN RECEIPT REQUESTED

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Spyglass South, Ltd.


To Whom It May Concern:

Enclosed please find enclosed the Certificate of Limited Partnership, Transmittal Letter (which I understand you will complete the "document number" section indicated in the letter); Statement of Qualification for Florida Limited Liability Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership, all of which are to be filed for the referenced entity. Also enclosed is this firm's trust account check made payable to the Florida Department of State in the amount of \$1,810.00 representing the filing fee.

If you need any further information, please feel free to call.

Very truly yours,

KRASNY AND DETTMER


Kathi A. Shotwell, Legal Assistant
to Dale A. Dettmer

/kas
Enclosures

STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

FILED

1. The name of the limited partnership as identified in the records of the Florida Department of State:
Spyglass South, Ltd.

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Insert limited partnership's Florida document number: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

or

Attach Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited partnership filing fees.

2. The complete name of the entity after filing Statement of Qualification shall be:

Spyglass South, LLLP

(Must include LLLP or L.L.L.P.)

3. The street address of its chief executive office: 931 Stratford Place
(if different from current recorded address): Melbourne, FL 32940

4. The street address of principal office in Florida: 931 Stratford Place
(if different from above) Melbourne, FL 32940

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:

X as of the date this document is filed with the Florida Secretary of State
or
_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:

Barry F. Richardson

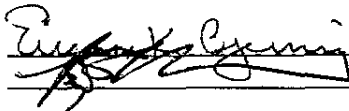
931 Stratford Place

Melbourne, Florida 32940

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 14th day of October, 2004

Signature of TWO Partners:



Typed or printed names of partners signing above:

Eugene K. Bjerning

Barry F. Richardson

Filing Fee: \$25.00
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75