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2004 OCT 21 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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(Business Entity Name)

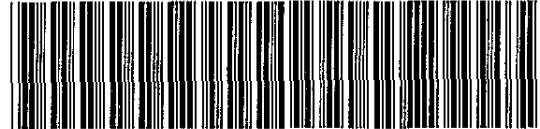
(Document Number)

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10/29/04--01003--009 **1810.00

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

THE RIVERFRONT BUILDING
304 S. HARBOR CITY BOULEVARD, SUITE 201
MELBOURNE, FLORIDA 32901-1324
TELEPHONE (321) 723-5646
TELECOPIER (321) 768-1147
<http://www.krasnydettmer.com>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIKE KRASNY*^o
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DALE A. DETTMER^Δ
ddettmer@krasnydettmer.com
SCOTT KRASNY†^o
skrasny@krasnydettmer.com

*FLORIDA SUPREME COURT CERTIFIED
MEDIATOR-ARBITRATOR
ΔBOARD CERTIFIED IN TAXATION
†ALSO CERTIFIED PUBLIC ACCOUNTANT
oADMITTED 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.

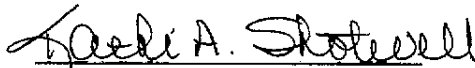
To Whom It May Concern:

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

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2004 OCT 29 P 5: 1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: **Spyglass South, Ltd.**
(Name of Limited Partnership)

DOCUMENT NUMBER: _____

The enclosed Statement of Qualification for Florida Limited Liability Limited Partnership and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dale A. Dettmer, Esq.
(Name of Person)

Krasny and Dettmer
(Firm/Company)

304 South Harbor City Boulevard, Suite 201
(Address)

Melbourne, Florida 32901
(and Zip Code)

For further information concerning this matter, please call:

Dale A. Dettmer at (**321**) **723-5646**
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

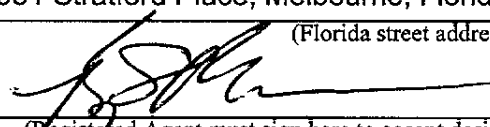
MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CERTIFICATE OF LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Spyglass South, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 931 Stratford Place, Melbourne, Florida 32940
(Business address of Limited Partnership)
3. Barry F. Richardson
(Name of Registered Agent for Service of Process)
4. 931 Stratford Place, Melbourne, Florida 32940
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 931 Stratford Place, Melbourne, Florida 32940
(Mailing Address of the Limited Partnership)

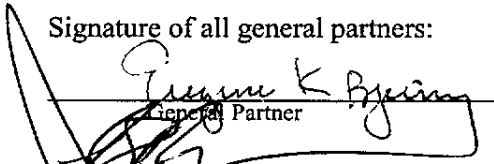
7. The latest date upon which the Limited Partnership is to be dissolved is: None
8. Name(s) of general partner(s):

	Street address:
<u>Barry F. Richardson</u>	<u>931 Stratford Place</u> <u>Melbourne, FL 32940</u>
<u>Rick A. Kendust</u>	<u>7630 N. Wickham Road, Suite 102</u> <u>Melbourne, FL 32940</u>
<u>Eugene K. Bjerning</u>	<u>215 Baytree Drive</u> <u>Melbourne, FL 32940</u>

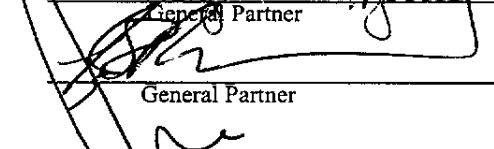
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 14th day of October, 2004.

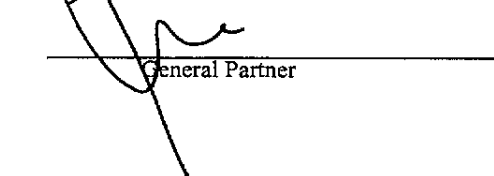
Signature of all general partners:



General Partner



General Partner



General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of Spyglass South, Ltd.

a Florida Limited Partnership, certify:


The amount of capital contributions to date of the limited partners is \$ 43,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 410,000.00.

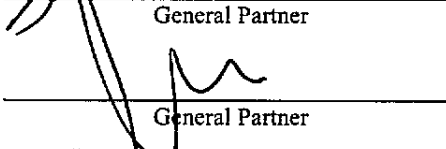
Signed this 14th day of October, 2004.

FURTHER AFFIANT SAYETH NOT.

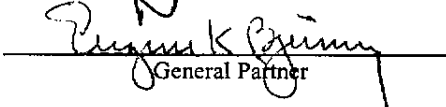
Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



General Partner



General Partner



General Partner

General Partner

General Partner

General Partner