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TALLAHASSEE, FLORIDA

JB
2-7-05

SCOGGINS & GOODMAN, P.C.

ATTORNEYS AT LAW

SUSAN FORD
404-420-5706
SFORD@SGPC.COM

2800 MARQUIS ONE TOWER
245 PEACHTREE CENTER AVENUE, N.E.
ATLANTA, GEORGIA 30303
404-659-1000

FAX
404-659-3021

February 21, 2005

BY FEDERAL EXPRESS
850-245-6051

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

Re: *Filing Certificate of Limited Partnership of Sofran Beverly Hills, Ltd.*

Ladies and Gentlemen:

I am enclosing the following:

1. The original and one (1) copy of the Certificate of Limited Partnership of Sofran Beverly Hills, Ltd.
2. The Affidavit of Capital Contributions for Sofran Beverly Hills, 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).

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TALLAHASSEE, FLORIDA

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 Beverly Hills, Ltd.
Suzan E. Roth, Esq.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 24, 2005

SUSAN FORD
SCOGGINS & GOODMAN, P.C.
245 PEACHTREE CTR AVE, N.E.
ATLANTA, GA 30303

SUBJECT: SOFRAN BEVERLY HILLS, LTD.
Ref. Number: W05000009660

We have received your document for SOFRAN BEVERLY HILLS, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 405A00013031

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SECRET
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOFRAN BEVERLY HILLS, LTD.**

THE INTERESTS IN SOFRAN BEVERLY HILLS, 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 Beverly Hills, 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, 2075.


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SECTION 11, STATE
TALLAHASSEE, FLORIDA

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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.

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 21st day of February, 2005.

THE SOFRAN CORPORATION, a Delaware corporation, General Partner

By: 
Robert Rouleau, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
SOFRAN BEVERLY HILLS, LTD.**

The undersigned, constituting all of the general partners of Sofran Beverly Hills, 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 21st day of February, 2005.

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

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

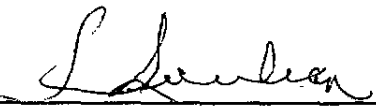
PURSUANT TO THE PROVISIONS OF SECTION 620.105 OR 620.1051, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is: Sofran Beverly Hills, Ltd.

2. The name and the Florida street address of the registered agent are:

Robert Rouleau
818 A-1-A North
Suite 203
Ponte Vedra Beach, Florida 32082

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Robert Rouleau

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