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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

SOFRAN TUSCANY, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	05
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J. BRYAN MAR 31 2005

H05000077396 3

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOFRAN TUSCANY, LTD.

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TALLAHASSEE, FLORIDA

THE INTERESTS IN SOFRAN TUSCANY, 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 Tuscany, 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.

H05000077396 3

H05000077396 3

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8. 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 29th day of March, 2005.

THE SOFRAN CORPORATION, a Delaware corporation, General Partner

By: 
Robert Rouleau, President

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TALLAHASSEE, FLORIDA

H05000077396 3

H05000077396 3


**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 Tuscany, 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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H05000077396 3

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
SOFRAN TUSCANY, LTD.**

The undersigned, constituting all of the general partners of Sofran Tuscany, 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 29th day of March, 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

H05000077396 3