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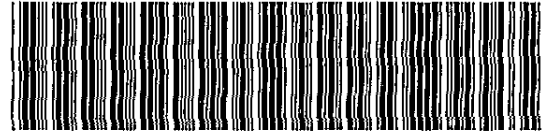
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SCOGGINS  
ATTORNEYS AT LAW GOODMAN

Josiah A. Bancroft  
jbancroft@sgpc.com

Direct Dial:  
404-420-5717

May 17, 2005

**BY FEDERAL EXPRESS**

Secretary of State of Florida  
Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

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TALLAHASSEE, FLORIDA

Re: Filing Certificate of Limited Partnership of Sofran Tuskawilla, Ltd.

Ladies and Gentlemen:

I am enclosing the following:

1. The original and one (1) photocopy of the Certificate of Limited Partnership of Sofran Tuskawilla, Ltd.
2. The Affidavit of Capital Contributions for Sofran Tuskawilla, Ltd.
3. The original and one (1) photocopy of Certificate of Designation of Registered Agent/Registered Address.
4. A check in the amount of \$148.75 to cover the following fees:
  - a. Filing (\$52.50);
  - b. Certified copy (\$52.50);
  - c. Designation of registered agent (\$35.00); and
  - d. Certificate of Good Standing (\$8.75)

Please send the certified copy of the filed Certificate, and Certificate of Good Standing, 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,

  
Josiah Bancroft  
Law Clerk

Enclosures

cc: Sofran Tuskawilla, Ltd.  
Suzan E. Roth, Esq.

Scoggins & Goodman, P.C. | 2800 Marquis One Tower | 245 Peachtree Center Ave., NE | Atlanta, GA 30303-1227  
Ph: 404-659-1000 | Fax: 404-659-3021 | www.sgpc.com

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SOFRAN TUSKAWILLA, LTD.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE INTERESTS IN SOFRAN TUSKAWILLA, 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 Tuskawilla, 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.

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. P00441

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 12th day of May, 2005.

THE SOFRAN CORPORATION, a Delaware corporation, General Partner

By: 

Robert Rouleau, President

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

The undersigned, constituting all of the general partners of Sofran Tuskawilla, 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 12th day of May, 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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