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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SCOGGINS
ATTORNEYS AT LAW GOODMAN

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Direct Dial:
404-420-5717

July 26, 2005

BY FEDERAL EXPRESS

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

Re: Filing Certificate of Limited Partnership of Sofran Cypress Gardens, Ltd.

Ladies and Gentlemen:

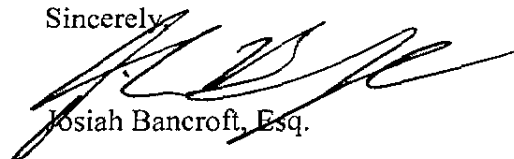
I am enclosing the following:

1. The original and one (1) photocopy of the Certificate of Limited Partnership of Sofran Cypress Gardens, Ltd.
2. The Affidavit of Capital Contributions for Sofran Cypress Gardens, 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. Please also note that I have included the organizational documents of Sofran Davenport Phase II, Ltd. in this same package, albeit under separate cover. The enclosed Federal Express envelope should be used to return the filed documents for both entities.

If you have any questions, please contact me, either by phone or e-mail, as shown above. Thank you.

Sincerely,



Josiah Bancroft, Esq.

Enclosures

cc: Sofran Cypress Gardens, Ltd.
Suzan E. Roth, Esq.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOFRAN CYPRESS GARDENS, LTD.**

THE INTERESTS IN SOFRAN CYPRESS GARDENS, 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 Cypress Gardens, 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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CLERK OF COURT
JACKSONVILLE, FLORIDA

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 25th day of July, 2005.

THE SOFRAN CORPORATION, a Delaware corporation, General Partner

By: [Signature]
Robert Rouleau, President

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SECRETARY OF STATE
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 Cypress Gardens, 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 partnership 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.

Signed this 25th day of July, 2005.



Robert Rouleau

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
SOFRAN CYPRESS GARDENS, LTD.**

The undersigned, constituting all of the general partners of Sofran Cypress Gardens, 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 25th day of July, 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

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