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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

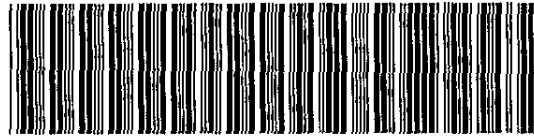
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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\$99.00

SCOGGINS
ATTORNEYS AT LAW GOODMAN

Josiah A. Bancroft
jbancroft@sgpc.com

Direct Dial:
404-420-5717

November 14, 2005

BY FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
Registration Section
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Filing Certificate of Limited Partnership of Sofran Howling Wolf, Ltd.

Ladies and Gentlemen:

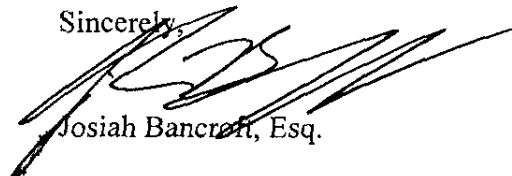
I am enclosing the following:

1. The original and one (1) photocopy of the Certificate of Limited Partnership of Sofran Howling Wolf, Ltd.
2. The Affidavit of Capital Contributions for Sofran Howling Wolf, 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, Esq.

Enclosures

cc: Sofran Howling Wolf, Ltd.
Suzan E. Roth, Esq.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOFRAN HOWLING WOLF, LTD.**

THE INTERESTS IN SOFRAN HOWLING WOLF, 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 Howling Wolf, 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.

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 th10 day of November, 2005.

THE SOFRAN CORPORATION, a Delaware corporation, General Partner

By: 
Robert Rouleau, President

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SECRET
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
SOFRAN HOWLING WOLF, LTD.**

The undersigned, constituting all of the general partners of Sofran Howling Wolf, 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 10th day of November, 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: [Signature]
Robert Rouleau, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 15 2005

**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 Howling Wolf, 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 10th day of November, 2005.



Robert Rouleau

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