

AO6000000108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

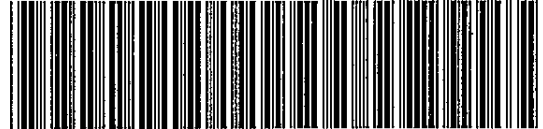
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700063291337

01/23/06--01002--001 **912.50

01/10/06--01067--018 **148.75

FILED
2006 JAN 20 AM 11:33
TALLAHASSEE, FLORIDA

NO6-2061
J. BRYAN JAN 17 2006

J. BRYAN JAN 24 2006

SCOGGINS
ATTORNEYS AT LAW GOODMAN

Josiah A. Bancroft
jbancroft@sgpc.com

Direct Dial:
404-420-5717

January 9, 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 Dade City, Ltd.

Ladies and Gentlemen:

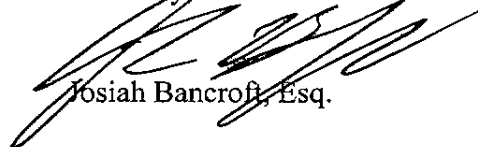
I am enclosing the following:

1. The original and one (1) photocopy of the Certificate of Limited Partnership of Sofran Dade City, Ltd.
2. The Affidavit of Capital Contributions for Sofran Dade City, 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 Dade City, Ltd.
Suzan E. Roth, Esq.

FILED
2005 JAN 20 AM 11:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 17, 2006

JOSIAH BANCROFT, ESQ.
SCOGGINS GOODMAN ATTORNEYS AT LAW
245 PEACHTREE CENTER AVE., NE
ATLANTA, GA 30303-1227

SUBJECT: SOFRAN DADE CITY, LTD.
Ref. Number: W06000002061

FILED
2006 JAN 20 AM 11:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SOFRAN DADE CITY, LTD. and your check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$912.50.

Because of recent changes to Chapters 607, 608, and 620, Florida Statutes, which became effective January 1, 2006, your document does not meet current filing requirements. For your convenience, we are enclosing the correct form and instructions.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 706A00003182

SCOGGINS
ATTORNEYS AT LAW GOODMAN

Josiah A. Bancroft
jbancroft@sgpc.com

Direct Dial:
404-420-5717

January 19, 2005

BY FEDERAL EXPRESS

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

FILED
2005 JAN 20 AM 11:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Filing Certificate of Limited Partnership of Sofran Dade City, Ltd.

Ladies and Gentlemen:


I am enclosing the following:

1. The original and one (1) photocopy of the Certificate of Limited Partnership of Sofran Dade City, Ltd.
2. The Affidavit of Capital Contributions for Sofran Dade City, Ltd.
3. The original and one (1) photocopy of Certificate of Designation of Registered Agent/Registered Address.
4. A check in the amount of \$912.50 to cover the remainder of the following fees (pursuant to the attached letter from the Florida Secretary of State):
 - a. Filing (\$965.00);
 - 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 Dade City, Ltd.
Suzan E. Roth, Esq.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOFRAN DADE CITY, LTD.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THE INTERESTS IN SOFRAN DADE CITY, 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 Dade City, 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, 2076.

#P00441

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 9th day of January, 2006.

THE SOFRAN CORPORATION, a Delaware corporation, General Partner

By: 

Robert Rouleau, President

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2006 JAN 20 AM 11:33
DIVISION OF CORPORATIONS
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 Dade City, 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

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2006 JAN 20 AM 11:33
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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 9th day of January, 2006.



Robert Rouleau