

A97000002705



Esperti Peterson

David K. Cahoone, P.A.

A National Estate Planning Law Firm &
Partnership of Professional Corporations

November 25, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/01/97--01043--001
***1785.00 ***1785.00

Re: Sophie Limited Partnership

Gentlemen:

Enclosed are the following documents in connection with the above-captioned
Limited Partnership:

- Duplicate Original Certificates of Limited Partnership
- Duplicate Original Affidavits of Capital Contributions

Also enclosed is check #934 drawn on the account of David R. Markin in full
payment of the filing fee of \$1,750 and the registered agent fee of \$35, for a
total of \$1,785.

Kindly return a stamped original to this office in the envelope enclosed for
your convenience. Thank you.

Name	12/14/97
Availability	DCC
Document Examiner	DAVID K. CAHOONE, P.A.
Updater	DCC
Updater	David K. Cahoone
Verifier	D
Acknowledgement	mab DCC Enclosures
W. P. Verifier	D. R. Markin DCC

Very truly yours,

DAVID K. CAHOONE, P.A.

David K. Cahoone

David K. Cahoone

D

mab
DCC
Enclosures

D. R. Markin

DCC

One Sarasota Tower, Suite 606
Two North Tamiami Trail
Sarasota, Florida 34236

Tel: (941) 365-4819 Fax: (941) 366-5347

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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\$25,001,000.00

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Esperti Peterson

David K. Cahoone, P.A.

*A National Estate Planning Law Firm &
Partnership of Professional Corporations*

December 8, 1997

**Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399**

Re: Sophie Limited Partnership

Dear Sir/Madam:

Enclosed is the following document in connection with the above-captioned Limited Partnership:

- **Duplicate Original Certificates of Limited Partnership with corrections per your letters (enclosed) dated December 4, 1997.**

Kindly return a stamped original to this office in the envelope enclosed for your convenience. Thank you.

Very truly yours,

DAVID K. CAHOONE, P.A.

David K. Cahoone

**mab
Enclosures**

One Sarasota Tower, Suite 606
Two North Tamiami Trail
Sarasota, Florida 34236
Tel: (941) 365-4819 Fax: (941) 366-5347



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1997

DAVID K. CAHOONE
ONE SARASOTA TOWER, SUITE 606
TWO NORTH TAMiami TRAIL
SARASOTA, FL 34236

SUBJECT: SOPHIE LIMITED PARTNERSHIP
Ref. Number: W97000027077

We have received your document for SOPHIE LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 897A00057290

CERTIFICATE OF LIMITED PARTNERSHIP OF

SOPHIE LIMITED PARTNERSHIP

a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is SOPHIE LIMITED PARTNERSHIP.
2. The name and address of the Agent for service of process on the Partnership is David K. Cahoon, 2 North Tamiami Trail, Suite 606, Sarasota, FL 34236
3. The name and business address of the General Partner is:

DAVID R. MARKIN, Trustee, or his successors in trust, under the MARKIN MANAGEMENT TRUST, dated November 24, 1997, and any amendments thereto.

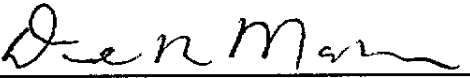
70 Blossom Way
Palm Beach, Florida 33480
4. The principal place of business and mailing address of the Partnership is 70 Blossom Way, Palm Beach Florida 33480.
5. The latest date upon which the Partnership shall dissolve is December 31, 2027.
6. The effective date of this Certificate of Limited Partnership shall be upon filing with the State of Florida, Department of State.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of SOPHIE LIMITED PARTNERSHIP on November 24, 1997.

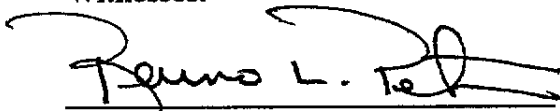
GENERAL PARTNER:

DAVID R. MARKIN, Trustee, or
his successors in trust, under
the MARKIN MANAGEMENT TRUST,
dated November 24, 1997, and
any amendments thereto.


By 
David R. Markin, Trustee

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TALLAHASSEE, FLORIDA

Witnesses:


Renno L. Peterson, Witness

Address:
2 N. Tamiami Trail, Suite 606
Sarasota, Florida 34236

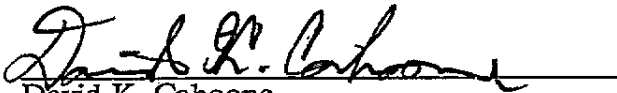

David K. Cahoon, Witness

Address:
2 N. Tamiami Trail, Suite 606
Sarasota, Florida 34236

ACCEPTANCE AND APPOINTMENT AS REGISTERED AGENT

Having been named as Statutory Registered Agent for the SOPHIE LIMITED PARTNERSHIP, a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:


David K. Cahoone

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF SARASOTA

)
) ss.
)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared DAVID R. MARKIN Trustee, under the MARKIN MANAGEMENT TRUST, as General Partner of SOPHIE LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the Limited Partners is, in the aggregate, \$1,000.
2. At this time, it is anticipated that additional capital contributions will be made by the Limited Partners of \$25,000,000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under penalties of perjury, we declare that we have read the foregoing, and the facts alleged are true, to the best our knowledge and belief.

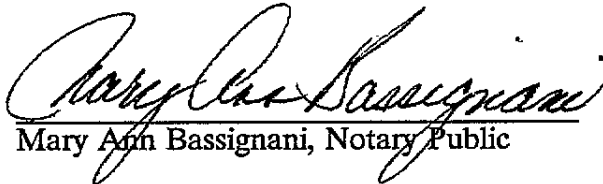
GENERAL PARTNER:

DAVID R. MARKIN, Trustee,
or his successors in trust
under the MARKIN
MANAGEMENT TRUST
dated November 24, 1997,
and any amendments thereto.

By David R. Markin
DAVID R. MARKIN, Trustee

Sworn and subscribed to before me by DAVID R. MARKIN, Trustee, under the MARKIN MANAGEMENT TRUST, as a General Partner, who is personally known to me, on November 24, 1997.

Witness my hand and seal.


Mary Ann Bassignani, Notary Public

