

072100000032 ACCOUNT NO. :

4804992 734878 REFERENCE :

AUTHORIZATION :

COST LIMIT :

ORDER DATE : March 10, 1998

ORDER TIME : 1:19 PM

ORDER NO. : 734878-010

CUSTOMER NO: 4804992

CUSTOMER: Ms. Michelle Alessi SCOGGINS & GOODMAN, P.C.

245 Peachtree Center Ave. N.e.

2800 Marquis One Tower Atlanta, GA 30303

DOMESTIC FILING

SOFRAN INVERNESS (ECK), LTD. NAME:

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips EXAMINER'S INITIALS:

200002453102---0



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham Secretary of State RESUBMIT

Please give original submission date as file date.

March 10, 1998

BRENDA PHILLIPS CSC NETWORKS TALLAHASSEE, FL

SUBJECT: SOFRAN INVERNESS (ECK), LTD.

Ref. Number: W98000005359

We have received your document for SOFRAN INVERNESS (ECK), LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

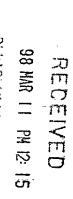
Before this partnership can be filed, its general partner -- SOFRAN CITRUS, L.C. -- must be filed. Please return this filing when you return the filing for the general partner.

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) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 298A00013057



CERTIFICATE OF LIMITED PARTNERSHIP OF SOFRAN INVERNESS (ECK), LTD.

THE INTERESTS IN SOFRAN INVERNESS (ECK), 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 Inverness (ECK), Ltd. (the "Partnership").
- 2. The business address of the Partnership is 808 Third Street, Suite C, Neptune Beach, Florida 32266.
- 3. The mailing address of the Partnership is 808 Third Street, Suite C, Neptune Beach, Florida 32266.
- 5. The latest date upon which the Partnership shall be dissolved is December 31, 2058.
- 6. The General Partner of the Partnership is Sofran Citrus, L.C., a Florida limited liability company, located at 808 Third Street, Suite C, Neptune Beach, Florida 32266.

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 6th day of Ma	rch , 1998.
	SOFRAN CITRUS, L.C., a Florida limited liability
	company
	Robert Roulear Manager

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR SOFRAN INVERNESS (ECK), LTD.

The undersigned constituting all of the general partners of Sofran Inverness (ECK), I Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$99.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$99.00.

Signed this 6th day of March, 1998.

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.

SOFRAN CITRUS, L.C., a Florida limited liability company

Robert Rouleau, Manager