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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 734878 4804992
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 10 PM 3:14

FILE
2ND

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.

200002453102--0

245 Peachtree Center Ave. N.e.
2800 Marquis One Tower
Atlanta, GA 30303

DOMESTIC FILING

NAME: SOFRAN INVERNESS (ECK), LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS: _____

(5)

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DIVISION OF CORPORATION



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

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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

RECEIVED
98 MAR 11 PM 12:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
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98 MAR 10 PM 3:16

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.
4. The Registered Agent for Service of Process is Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32304. Karen B. Rozar accepts the designation as Registered Agent for Service of Process.
Karen B. Rozar, Asst. Sec.
Corporation Service Company
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.

29800000300

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 March, 1998.

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

By: 

Robert Rouleau, Manager

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

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The undersigned constituting all of the general partners of Sofran Inverness (ECK), Ltd, a 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

By: _____


Robert Rouleau, Manager