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WINFIELD A. GARTNER*
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FLORIDA BAR CERTIFIED
*REAL ESTATE LAWYER
*CIVIL TRIAL LAWYER

November 25, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: Registrations

RE: SOTAV, LTD.

Dear Sir or Madam:

Enclosed, in duplicate, are Certificate of Limited Partnership of Sotav, Ltd., and Affidavit Regarding Capital Contributions, together with our check payable to Division of Corporations in the amount of \$1,785.00.

Please file these documents and return a filed stamped copy to us in the enclosed envelope.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact us. Your assistance in this matter is appreciated.

Very truly yours,

GARTNER, BROCK AND SIMON

Frederick R. Brock

| | |
|--------------------------------|-----|
| FRB/ph | |
| Enclosures | |
| cc: Mr. Richard D. George, Jr. | |
| Document (with enclosures) | DCC |
| Examiner | |
| Updater | DCC |
| Registrar | DCC |
| Adjudgement | DCC |
| Verifier | DCC |

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-12/01/98--01007--004
***1785.00 ***1785.00

TC
\$505,000.00

A 9800000 2695

W 9800000 27113

FILED
98 DEC 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*REAL ESTATE LAWYER
†CIVIL TRIAL LAWYER

December 7, 1998

Ms. Diane Cushing
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: **SOTAV, LTD.**
Your reference no. W98000027113

Dear Ms. Cushing:

This will acknowledge receipt of your letter dated December 4, 1998 (copy enclosed for your convenience).

We return herewith Certificate of Limited Partnership of Sotav, Ltd., and Affidavit Regarding Capital Contributions with the required corrections.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me. Your assistance in this matter is appreciated.

Very truly yours,

GARTNER, BROCK AND SIMON


Frederick R. Brock

FRB/ph
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1998

FREDERICK R. BROCK
GARTNER BROCK AND SIMON
P.O. BOX 10697
JACKSONVILLE, FL 32247-0697

SUBJECT: SOTAV, LTD.
Ref. Number: W98000027113

We have received your document for SOTAV, LTD. 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.

The effective day must be specific and cannot be prior to the date of filing.

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: 398A00057422

CERTIFICATE OF
LIMITED PARTNERSHIP

OF SOTAV, LTD.

FILED
98 DEC -8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership under the laws of the State of Florida, do hereby certify as follows:

1. The name of the limited partnership is SOTAV, LTD.
and principal place of business
2. The mailing address of the partnership is 10150 Belle Rive, #1409, Jacksonville, Florida, 32256.

3. The name and principal business address of the general partner of the partnership are SOTAV, INC., a Florida corporation, 10150 Belle Rive, #1409, Jacksonville, Florida, 32256.

4. The term for which the partnership shall exist shall commence on the date ^{of filing} ~~hereof~~ and shall continue for thirty (30) years from such date, unless the partnership is sooner dissolved and terminated as provided by law or in the Agreement of Limited Partnership by which the partnership shall be governed.

5. The street address of the registered office for the partnership is 10150 Belle Rive, #1409, Jacksonville, Florida, 32256, and the name of the registered agent for service of process at that address is RICHARD D. GEORGE, JR., who is joining in the execution hereof for the purpose of accepting the appointment as registered agent for service of process for the partnership.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 25th day of November, 1998.

General Partner:
SOTAV, INC., a
Florida corporation

By: Richard D. George, Jr.
Name: Richard D. George, Jr.
Title: President

Registered Agent:

Richard D. George, Jr.
Richard D. George, Jr.

AFFIDAVIT REGARDING
CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared Richard D. George, Jr., who being first duly sworn, declared as follows:

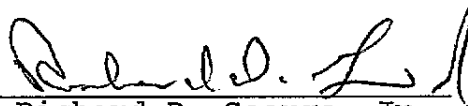
1. He is President of SOTAV, INC., a Florida corporation, a general partner of SOTAV, LTD., a Florida limited partnership.

2. The capital contributions to said limited partnership as of the date hereof total \$330,000.00.


3. It is anticipated that the limited partners will contribute an additional \$175,000.00 to the partnership on or prior to February 28, 1999.

4. This Affidavit is given in compliance with the provisions of Florida Revised Uniform Limited Partnership Act (1986).

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


Name: Richard D. George, Jr.

Sworn to and subscribed before me
this 25th day of November, 1998.



Name:
Notary Public, State of
Florida, at Large

My commission expires

