



THE UNITED STATES
CORPORATION
COMPANY

A99000000248

ACCOUNT NO. : 072100000032

REFERENCE : 133373 4804992

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pijet

ORDER DATE : February 12, 1999

ORDER TIME : 2:44 PM

700002774367--6

ORDER NO. : 133373-005

CUSTOMER NO: 4804992

CUSTOMER: Ms. Susan Ford
SCOGGINS & GOODMAN, P.C.
SCOGGINS & GOODMAN, P.C.
245 Peachtree Center Ave. N.e.
2800 Marquis One Tower
Atlanta, GA 30303

DOMESTIC FILING

NAME: SOFRAN CRYSTAL RIVER LIMITED
PARTNERSHIP

EFFECTIVE DATE:

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: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 FEB 12 AM 8:59

nyk 2/12/99

DIVISION OF CORPORATIONS

99 FEB 12 PM 3:57

**CERTIFICATE OF LIMITED PARTNERSHIP
OF SOFRAN CRYSTAL RIVER LIMITED PARTNERSHIP**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 FEB 12 AM 8:55

THE INTERESTS IN SOFRAN CRYSTAL RIVER LIMITED PARTNERSHIP (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 Crystal River Limited Partnership (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 32301 James B. Kiser accepts the designation as Registered Agent for Service of Process.

5. The latest date upon which the Partnership shall be dissolved is December 31, 2059.
6. The General Partner of the Partnership is The Sofran Corporation, a Delaware corporation, located at 2800 Marquis One Tower, 245 Peachtree Center Avenue, N.E. Atlanta, Georgia 30303.

P00441

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 11th day of February, 1999.

THE SOFRAN CORPORATION, a Delaware corporation, sole general partner

By: _____

Freddie D. Crenshaw,
Vice President of Development

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 12 AM 8:59

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR SOFRAN CRYSTAL RIVER LIMITED PARTNERSHIP**

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 AM 8:59

The undersigned constituting all of the general partners of Sofran Crystal River Limited Partnership, a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$1,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

Signed this 11th day of February, 1999.

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.

THE SOFRAN CORPORATION, a Delaware
corporation, sole general partner

By: 

Freddie D. Crenshaw,
Vice President of Development