



THE UNITED STATES  
CORPORATION  
COMPANY

A99 00000 1104

ACCOUNT NO. : 072100000032

REFERENCE : 300111 4804992

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizzuti*

ORDER DATE : July 8, 1999

ORDER TIME : 12:29 PM

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ORDER NO. : 300111-005

CUSTOMER NO: 4804992

CUSTOMER: Theodore J. Walkey, Legal Asst  
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 INVERNESS (WAL), LTD.

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: Jeanine Reynolds

EXAMINER'S INITIALS:

*JA*

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DIVISION OF CORPORATIONS  
99 JUL -8 AM 9:18

A99-1104

RECEIVED  
99 JUL -8 PM 2:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

THE INTERESTS IN SOFRAN INVERNESS (WAL), 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 (WAL), 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 32301. Corporation Service Company accepts the designation as Registered Agent for Service of Process.  
  
**Laura R. Dunlap**  
as its agent
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 808 Third Street, Suite C, Neptune Beach, Florida 32266.

**Laura R. Dunlap**  
as its agent

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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 1st day of July, 1999.

**THE SOFRAN CORPORATION**, a Delaware corporation

By: \_\_\_\_\_

Robert Rouleau, President

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

The undersigned constituting all of the general partners of Sofran Inverness (WAL), Ltd., a Florida limited partnership, certify:

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

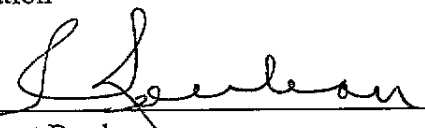
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$99.00.

Signed this 1st day of July, 1999.

FURTHER AFFIANT SAYETH NOT.

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

By:   
Robert Rouleau,  
President

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