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NAME: ADCO ACQUISITION PARTNER, LTD.

AUDIT NUMBER.....H97000020760

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ADCO ACQUISITION PARTNER, LTD.**

THE UNDERSIGNED, the general partner of Adco Acquisition Partner, Ltd. (the "Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "Adco Acquisition Partner, Ltd."
2. The business address and the mailing address of the Partnership is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
3. The name of the Registered Agent for service of process is Michael M. Adler.
4. The address for the Registered Agent is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2050.
6. The name and business address of the general partner of the Partnership is Adler Acquisition AP-GP, Inc., a Florida corporation with offices at 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.

997-105810

Signed this 17th day of December, 1997.

GENERAL PARTNER:

Adler Acquisition AP-GP, Inc.
a Florida corporation

By: *Michael M. Adler*
Michael M. Adler, President

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THIS INSTRUMENT PREPARED BY:
Claudia F. Haines, Esq.
Florida Bar No. 0055115
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-9900

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the President of Adler Acquisition AP-GP, Inc., a Florida corporation that is the sole general partner of Adco Acquisition Partner, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certified that the value of the property and the amount of capital contributions contributed anticipated to be contributed by the limited partners of the Partnership are as follows:

<u>General Partner</u> Adler Acquisition AP-GP, Inc.	\$ 500
<u>Limited Partner</u> Michael M. Adler	1,000
Total	\$1,500

Dated: December 17th 1997

FURTHER AFFIANT SAYETH NOT.

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.

GENERAL PARTNER:
Adler Acquisition AP-GP, Inc.,
a Florida corporation

By: Michael M. Adler
Michael M. Adler, President

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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared _____, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Adler Acquisition AP-CF, Inc. and that said corporation is the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of December, 1997.

(SEAL)

Pamela Greaney
Notary Public, State of Florida

My commission expires:



PAMELA GREANEY
My Commission CC387810
Expires Jun. 27, 1998
Bonded by HAI
800-422-1855

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TALLAHASSEE, FLORIDA

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