

A97000002790

DEC-19-97 5:25 FROM: STROOCK & STROOCK & LAVAN ID. PAGE 1/4

12/19/97
1:34 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000020948 0))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: STROOCK & STROOCK & LAVAN
072100000020

ACCT#:

CONTACT: ANDREA ARNESON
PHONE: (305)358-9900

FAX #:

(305)789-9302

NAME: ADCO, LTD.

AUDIT NUMBER.....H97000020948

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$140.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
97 DEC 19 PM 30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A97-2790

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

RECEIVED
97 DEC 19 PM 4:41
DIVISION OF CORPORATIONS

H97000020948 0

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

THE UNDERSIGNED, the general partner of Adco, 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, 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 Partnership is to be dissolved is December 31, 2050.
6. The name and business address of the general partner of the Partnership is Adler Adco GP, Inc., a Florida corporation with offices at 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.

997-105819

Signed this 18 day of December, 1997.

GENERAL PARTNER:

Adler Adco GP, Inc.
a Florida corporation

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

FILED
97 DEC 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

H97000020948 0

H97000020948 0

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the President of Adler Adco GP, Inc., a Florida corporation that is the sole general partner of Adco, 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 anticipated to be contributed by the limited partners of the Partnership is \$1,500.

Dated: December 18 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 Adco GP, Inc.,
a Florida corporation

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

FILED
97 DEC 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000020948 0

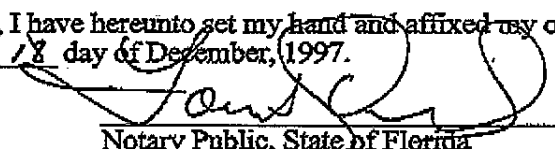
STATE OF FLORIDA

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 Michael M. Holt, 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 Adco G.P. 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 18 day of December, 1997.

(SEAL)


Notary Public, State of Florida

My commission expires:



FILED
97 DEC 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA