

ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

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REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 226
Miami, Florida 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

OF COUNSEL:
LEONARD LEVI GARDNER (FL. & FED.)
MARIE E. PENN (FL. & FED.)

10723 S.W. 104th Street
MIAMI, FLORIDA 33176
TEL: (305) 273-9600
FAX: (305) 273-0039

January 12, 1999

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

600002742266--D
-01/14/99--01101--002
****150.50 ****150.50

Re: ADRIAN INDUSTRIAL PROPERTIES, INC. and ADRIAN INDUSTRIAL PROPERTIES, LTD.

Dear Ms. Harvey:

Enclosed please find the Articles of Incorporation for ADRIAN INDUSTRIAL PROPERTIES, INC. along with the Certificate of Limited Partnership of ADRIAN INDUSTRIAL PROPERTIES, LTD. Please process these papers as quickly as possible.

We have enclosed a check in the amount of \$150.50 for the following: (a) \$63.00 for the filing fee (\$7.00 per \$1,000 of the capital contribution of the limited partners); (b) \$35.00 for the Registered Agent; and (c) \$52.50 for a certified copy. We have also enclosed a check in the amount of \$78.75 for the filing fee of the corporation. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

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DIVISION OF CORPORATIONS
99 JAN 14 PM 2:28

GA A99-88
\$98.00-LP
\$52.50-CC

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ADRIAN INDUSTRIAL PROPERTIES, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

ADRIAN INDUSTRIAL PROPERTIES, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A&P Registered Agent, Inc.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

Adrian Industrial Properties, Inc. ✓
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

999000004235

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Adrian Industrial Properties, Ltd.
c/o A&P Registered Agent, Inc.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175

*Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Peña, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110*

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DIVISION OF CORPORATIONS
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5. **PRINCIPAL BUSINESS ADDRESS.**

The principal business address for the Limited Partnership is as follows:

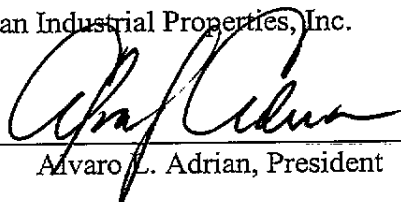
Adrian Industrial Properties, Ltd.
Adrian Industrial Properties, Inc.
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is January 13,
2049.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 11 day of January, 1999.

Adrian Industrial Properties, Inc.

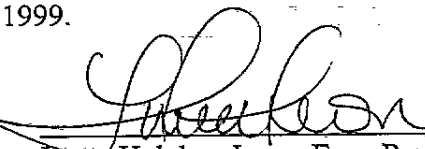
By: 

Alvaro L. Adrian, President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment
as registered agent for Adrian Industrial Properties, Ltd., a Florida limited partnership, and accepts
all obligations imposed on it as such under Florida law.

Executed this 11 day of January, 1999.

By: 

Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

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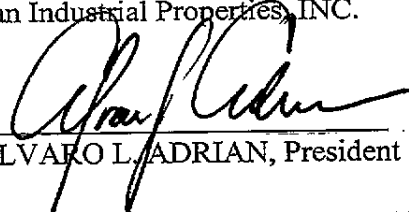
AFFIDAVIT

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The undersigned General Partner of Adrian Industrial Properties, Ltd. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is NINE THOUSAND DOLLARS (\$9,000), and the anticipated future capital contributions of the limited partners to the Limited Partnership is not yet known or zero dollars (\$0).

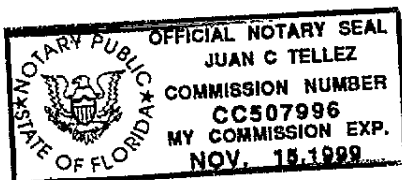
Adrian Industrial Properties, INC.

By: 
ALVARO L. ADRIAN, President

The foregoing instrument was subscribed and sworn to before me by ALVARO L. ADRIAN, President of Adrian Industrial Properties, Inc., on behalf of Adrian Industrial Properties, Ltd. this 11 day of January, 1999. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.


Name:
Notary Public
State of Florida at Large

My Commission Expires:



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