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MILE MARKER 0 OF U.S. 1
501 WHITEHEAD STREET
KEY WEST, FL 33040-6585
TELEPHONE: 305.296.8480
FACSIMILE: 305.293.7825
TOLL FREE: 888.539.8789
E-MAIL: postmaster@taflaw.com

HISTORIC CHURCH CIRCLE
POST OFFICE DRAWER 88
KINGSPORT, TN 37662-0088
TELEPHONE: 423.378.3040
FACSIMILE: 423.378.5773
TOLL FREE: 800.378.5912
E-MAIL: postmaster@taflaw.com

HISTORIC MORGAN SQUARE
111 NORTH MAIN STREET
GREENEVILLE, TN 37743-4919
TELEPHONE: 423.636.3130
FACSIMILE: 423.636.3131
TOLL FREE: 800.378.5912
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100TH STREET CENTER
10095 OVERSEAS HIGHWAY
MARATHON, FL 33050-3336
TELEPHONE: 305.289.8707
FACSIMILE: 305.743.9439
TOLL FREE: 888.539.8789
E-MAIL: postmaster@taflaw.com

REPLY TO: KEY WEST OFFICE

August 4, 2000

VIA FEDEX NO# 8184 0574 3086

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/07/00--01134--007
***1846.25 ***1846.25

Re: Adams Enterprises, Ltd.

Dear Sir or Madam:

A-1259

Please find enclosed two Certificates of Limited Partnership and Affidavits of Capital Contributions for the referenced limited partnership, and a check in the amount of \$1,846.25, representing the following:

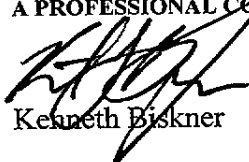
Filing fee (Certificate & Affidavit):	\$1,750.00
Designation of Registered Agent	35.00
Certificate	8.75
Certified copy	<u>52.50</u>

Total.....\$1,846.25

Please file one set (the certificate and the affidavit) and return one certified copy (of the certificate and of the affidavit) along with the certificate to the undersigned in the enclosed self-addressed envelope.

Sincerely,

THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION

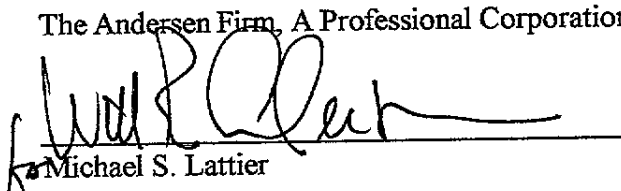

Kenneth Biskner

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF

Adams Enterprises, Ltd., a Florida Limited Partnership

1. The name of the Limited Partnership is Adams Enterprises, Ltd.
2. The address of the office of the Limited Partnership is 501 Whitehead Street, Key West, Florida 33040.
3. The name and address of the agent for service of process on the Limited Partnership are The Andersen Firm, A Professional Corporation, 501 Whitehead Street, Key West, Florida 33040.
4. Signature of Registered Agent: The Andersen Firm, A Professional Corporation

Michael S. Lattier
5. The mailing address of the Limited Partnership is P.O. Box 2122, Greeneville, Tennessee 37744
6. The latest date on which the Limited Partnership shall dissolve is December 31, 2040.
7. Name of general partner: Street address:
Nancy R. Newman 1336 Baxter
Johnson City, TN 37601

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 on July 19th, 2000

Signatures of all general partners:


Nancy R. Newman

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of Adams Enterprises, Ltd., a Florida Limited Partnership, certifies:

1. The amount of the capital contributions to date of the limited partners is
\$ 920,125.00
2. The total amount contributed and anticipated to be contributed by the limited partners
at this time totals \$ 920,125.00

Signed on July 19th, 2000

FURTHER AFFIANT SAYETH NOT.

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.

Nancy R. Newman
Nancy R. Newman
General Partner

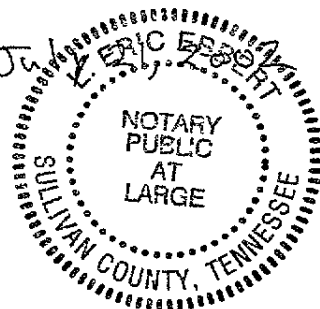
STATE OF TENNESSEE)
)ss.
COUNTY OF GREENE)

Sworn to and subscribed before me on July 19th, 2000, by Jane Adams, as attorney-in-fact for Nancy R. Newman, who is personally known to me.

Eric E. Ebbert

Notary Public:

My Commission Expires: July 21, 2002



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TALLAHASSEE FLORIDA
SECRETARY OF STATE