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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

ADC EQUITY PARTNERS SUNRISE, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**ADC EQUITY PARTNERS SUNRISE, LTD.
a Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is ADC Equity Partners Sunrise, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 2201 Corporate Boulevard, NW, Suite 200, Boca Raton, Florida 33431.
3. The name and address of the agent for service of process on the Partnership is Jeffrey A. Deutch, P.A., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.
4. The name and business address of the sole general partner is Altman Development Corporation, 2201 Corporate Boulevard, NW, Suite 200, Boca Raton, Florida 33431. ✓ 8/21/03
5. The mailing address of the Partnership is 2201 Corporate Boulevard, NW, Suite 200, Boca Raton, Florida 33431.
6. The latest date upon which the Partnership will dissolve is December 31, 2028.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of the Partnership this 24 day of September, 2003.

GENERAL PARTNER:

ALTMAN DEVELOPMENT CORPORATION,
a Michigan corporation

By: [Signature]

Name: DEREK S. UNLEN

Title: Vice President

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ALBANY, NEW YORK 12247

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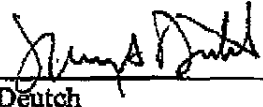
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ADC Equity Partners Sunrise, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned professional service corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

JEFFREY A. DEUTCH, P.A.

By: 
Jeffrey A. Deutch
President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of ADC Equity Partners Sunrise, Ltd., a Florida limited partnership, certifies as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$0.00.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 24 day of September, 2003.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

ALTMAN DEVELOPMENT CORPORATION,
a Michigan corporation

By: [Signature]
Name: DEAN S. VILEE
Title: Vice President

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