

Division of Corporations

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Florida Department of State
Division of Corporations
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ADC Equity Partners - Grand Cypress, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ADC EQUITY PARTNERS - GRAND CYPRESS, 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 - Grand Cypress, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 1515 S. Federal Highway, Suite 300, Boca Raton, Florida 33432.
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, 1515 S. Federal Highway, Suite 300, Boca Raton, Florida 33432.
5. The mailing address of the Partnership is 1515 S. Federal Highway, Suite 300, Boca Raton, Florida 33432.

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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 5 day of September, 2006.

GENERAL PARTNER:

ALTMAN DEVELOPMENT CORPORATION, a Michigan corporation

By: [Signature]
Timothy A. Peterson, CFO

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ADC Equity Partners – Grand Cypress, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned professional services 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.,
a Florida professional services corporation,
Registered Agent

By: 
Jeffrey A. Deutch, President

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