

6584 POPLAR AVE.

SUITE 340

MEMPHIS, TN 38138

(901)682-6600

FAX (901)682-6667

May 7, 1999 A 20449

Florida Department of State Division of Corporations Attn: Registration Section 409 E. Gaines Street Tallahassee, FL 32399

Re:

Mid-America Apartments, LTD.

Paddock Club Jacksonville

Paddock Park Apartments, L.P.

Paddock Park Ocala II

Paddock Club Tallahassee Phase II

Paddock Club Brandon

Paddock Club Jacksonville Phase II

Paddock Club Lakeland Paddock Club Tallahassee 400002874134--2 -05/13/99--01086--002 \*\*15134.08 \*\*\*1251.32

1,251,32

Dear Sir or Madam:

Attached is our check number 448396, totaling \$4,376.25, for the 1999 filing fees for the above-referenced partnerships. Also enclosed is a check for \$15,134.08 for the additional capital contributions made to the partnerships and <u>Supplemental Affidavits of Capital Contributions for a Foreign Limited Partnership</u>.

Please call me at 901 682-6600, ext. 109, if you have any questions

Sincerely,

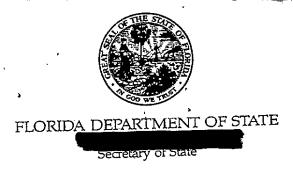
Mark S. Martini

Secretary and Treasurer

A20449

4-13-99

FILED
99 MAY 13 PM 2: 25
SECRETARY OF STATE
SECRETARY OF STATE



## SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of <u>Paddock Park Apartments</u> ,  L.Pa(an) <u>Georgia</u>
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.
The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 2,378,760.
This 31 day of December, 1998
FURTHER AFFIANT SAYETH NOT.
Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.
General Partner(s)
MID-AMERICA HOLISINGS, LLC.
By: Martin SECRETARY

\$7 per \$1,000 based on the additional contributions (Minimum \$52.50 - Maximum \$1,750.00)