



6584 POPLAR AVE.
SUITE 340
MEMPHIS, TN 38138
(901)682-6600
FAX (901)682-6667

May 7, 1999

A30443

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

500002874145--7
-05/13/99--01086--002
15134.08 *1750.00

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 Supplemental Affidavits of Capital Contributions for a Foreign Limited Partnership.

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

Sincerely,

Mark S. Martini

Mark S. Martini
Secretary and Treasurer

A30443

5-13-99

FILED
99 MAY 13 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Secretary of State

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

The undersigned general partners of Paddock Club Tallahassee, L.P.

_____, a

Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 9,401,216.

This 31 day of December, 19 98.

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 APARTMENT COMMUNITIES inc.

By: Mark A. Martin
Secretary

Fees:

\$7 per \$1000, based on additional
contributions
Minimum \$ 52.50
Maximum \$1750.00

INHS20(5/95)

FILED
99 MAY 13 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA