

June 2, 2000

Via Federal Express

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

**ADLER
GROUP**

A33010

Re: 2000 Uniform Business Reports

Dear Sir or Madam:

MJH

Enclosed please find the following documentation:

1. Adco, Ltd. - Supplemental Affidavit of Capital Contributions and filing fee of \$52.50 (contributions were lower than originally anticipated);
2. Bryan Dairy FlexxSpace, Ltd. - Annual Report, filing fee check in the amount of \$526.25, letter from Department of State returning report for corrections, Supplemental Affidavit of Capital Contributions and filing fee check in the amount of \$1,750.00;
3. Cross Bayou FlexxSpace, Ltd. - Annual Report, filing fee check in the amount of \$526.25, letter from Department of State returning report for corrections, Supplemental Affidavit of Capital Contributions and filing fee check in the amount of \$1,750.00;
4. IBP FlexxSpace, Ltd. - Annual Report, filing fee check in the amount of \$526.25, letter from Department of State returning report for corrections, Supplemental Affidavit of Capital Contributions and filing fee check in the amount of \$1,750.00;
5. Pinellas FlexxSpace, Ltd. - Annual Report, filing fee check in the amount of \$526.25, letter from Department of State returning report for corrections, Supplemental Affidavit of Capital Contributions and filing fee check in the amount of \$1,750.00;
6. Pinebrook FlexxSpace, Ltd. - Supplemental Affidavit of Capital Contributions and filing fee of \$52.50 (contributions were lower than originally anticipated).

Thank you for your attention to this matter. Please do not hesitate to call me with your questions or comments at (305) 392-4051.

Very truly yours,

Carol Nazarkewich

Carol Nazarkewich, CLA
Legal Assistant

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FF #1750



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2000

BRYAN DAIRY FLEXXSPACE, LTD.
1400 N.W. 107TH AVENUE
MIAMI, FL 33172-2704

SUBJECT: BRYAN DAIRY FLEXXSPACE, LTD.
Ref. Number: A33010

We have received your document for BRYAN DAIRY FLEXXSPACE, LTD. and check(s) totaling \$526.25. However, your check(s) and document are being returned for the following:

You have indicated in block 10 or 7b on the document that the contributions of the limited partners have gone beyond what we currently have on file. A supplemental affidavit must be filed pursuant to chapter 620, Florida Statutes. The filing fee is based on the additional amount of contributions calculated at a rate of \$7 per \$1000 with a minimum filing fee of \$52.50 and a maximum filing fee of \$1750.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Registration/Qualification Section
Division of Corporations Letter Number: 200A00025775

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

The undersigned general partners of Bryan Dairy FlexxSpace, Ltd.

_____, 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: \$ 2,861,000.00.

This 31st day of May, ~~19~~ 2000.

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)

Pinellas FlexxSpace LLC, its general partner

By: AP-Adler Investment Fund 2, L.P., its managing member

By: Adler Newco GP 2, Inc., its managing general partner

By:

Joel Levy, Executive Vice President

Fees:

\$7 per \$1000, based on additional
contributions

Minimum \$ 52.50

Maximum \$1750.00

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00 JUN -6 PM 1:29

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314