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PROSECUTOR
LEGAL & FINANCIAL SERVICES

A96000001651

ACCOUNT NO. : 072100000032

REFERENCE : 075252 4329904

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 5, 1996

ORDER TIME : 9:24 AM

ORDER NO. : 075252

CUSTOMER NO: 4329904

CUSTOMER: Mr. Carl S. Rosen
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

G. TAX 185.75
FILING 25.00
R. AGENT FEE
O. COPY 220.75
TOTAL
N. BOOK
BALANCE DUE
REFUND

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATION
96 SEP -5 PM 1:12

DOMESTIC FILING

NAME: ADC EQUITY PARTNERS-1996, LTD.

600001944436

-09/11/96--01048--006

****220.75 ****220.75

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

9/5/96

BK

RECEIVED
96 SEP -5 AM 11:00
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF ADC EQUITY PARTNERS - 1996, LTD.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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We, the undersigned, desiring to form a limited partnership, pursuant to the Florida Uniform Limited Partnership Act, do hereby certify:

I.

The name of the limited partnership is ADC Equity Partners - 1996, Ltd., a Florida limited partnership.

II.

The business of the limited partnership shall be to acquire, improve, lease, manage, or sell or otherwise dispose of real property and improvements thereof and real estate partnerships ("Partnership Properties"), and to engage in any and all activities related or incidental thereto.

III.

The location of the principal places of business of the limited partnership and its mailing address shall be 2201 Corporate Boulevard, N.W., Suite 200, Boca Raton, Florida 33431.

IV.

The name of the agent for service of process is Broad and Cassel c/o Jeffrey A. Deutch. The address of the agent for service of process is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

V.

The name and place of residence of the general partner of the limited partnership is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Altman Development Corporation	2201 Corporate Boulevard, N.W., Suite 200 Boca Raton, FL 33431

856211


VI.

The term for which the limited partnership is to exist shall begin upon the date on which the Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida, and shall continue for a period of twenty-five (25) years. The limited partnership shall not be terminated by reason of the death, dissolution, withdrawal or expulsion of a limited partner or the admission of a new limited partner.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of
Limited Partnership as of the 15 day of August, 1996.

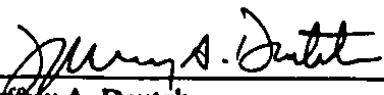
GENERAL PARTNER:

ALTMAN DEVELOPMENT CORPORATION

By: 
Joel L. Altman
Its: President

RESIDENT AGENT:

BROAD AND CASSEL

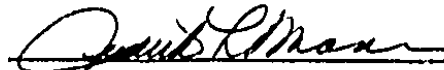
By: 
Jeffrey A. Deutch

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
SEP - 5 PM 1:12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -5 PM 1:12

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 15 day of August, 1996, before me personally appeared Joel L. Altman, as President of Altman Development Corporation, the General Partner named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Altman Development Corporation and knows the contents thereof and agrees to the terms and conditions therein.



Notary Public
Palm Beach County, Florida
My Commission Expires: _____



JUDITH L. MANN
COMMISSION # CC 488677
EXPIRES OCT 08, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

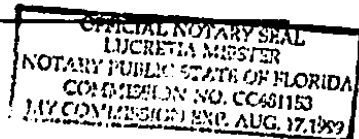
-SEAL-

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 30th day of August, 1996, before me personally appeared Jeffrey A. Deutch, on behalf of Broad and Cassel, the Registered Agent named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Broad and Cassel and knows the contents thereof and agrees to the terms and conditions therein.



Notary Public
Palm Beach County, Florida
My Commission Expires: _____



-SEAL-

AFFIDAVIT

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
96 SEP -5 PM 1:12

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The undersigned, being first duly sworn, deposes and states as follows:

1. The Limited Partners of ADC Equity Partners - 1996, Ltd. have to date contributed capital to the Limited Partnership in the amount of \$ 26,536.
2. It is anticipated that no Limited Partner of ADC Equity Partners - 1996, Ltd. will be required to make any additional contributions to the Limited Partnership.

Further, Deponent sayeth not.

ALTMAN DEVELOPMENT CORPORATION

By: [Signature]
Joel L. Altman
Its: President

Subscribed and sworn to before me this
15 day of August, 1996.

[Signature]

Notary Public
Palm Beach County, Florida
My Commission Expires: _____



JUDITH L. MANN
COMMISSION # CC 488577
EXPIRES OCT 08, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.