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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 936211 4329904

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ ~~PPD~~ 140.00

FILED
98 AUG 21 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 21, 1998

ORDER TIME : 11:50 AM

ORDER NO. : 936211-005

CUSTOMER NO: 4329904

CUSTOMER: David J. Powers, Esq
BROAD AND CASSEL

CM

Suite 300
7777 Glades Road
Boca Raton, FL 33434

400002622504--1

DOMESTIC FILING

NAME: ADC EQUITY PARTNERS PRESTON,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

RECEIVED
98 AUG 21 PM 2:51
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF ADC EQUITY PARTNERS PRESTON, LTD.**

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 Preston, 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

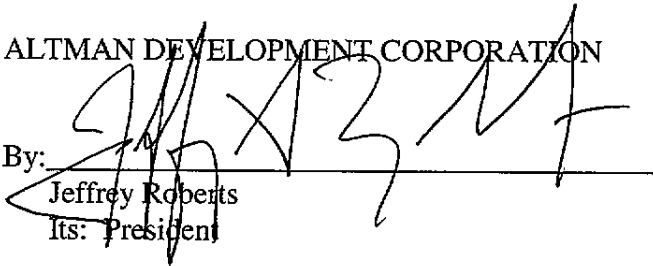
VI.

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 14th day of August, 1998.

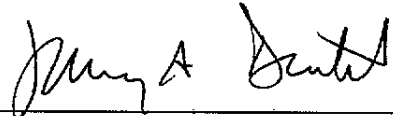
GENERAL PARTNER:

ALTMAN DEVELOPMENT CORPORATION

By: 
Jeffrey Roberts
Its: President

RESIDENT AGENT:

BROAD AND CASSEL

By: 
Jeffrey A. Deutch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

On this 14th day of August, 1998, before me personally appeared Jeffrey Roberts, 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.

Debbie L. Glass

Notary Public
Palm Beach County, Florida
My Commission Expires:

-SEAL-



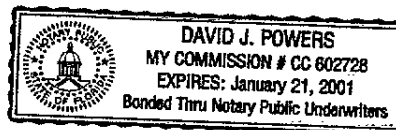
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 20th day of August, 1998, 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.

David J. Powers
Notary Public
Palm Beach County, Florida
My Commission Expires:

-SEAL-

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA



AFFIDAVIT

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

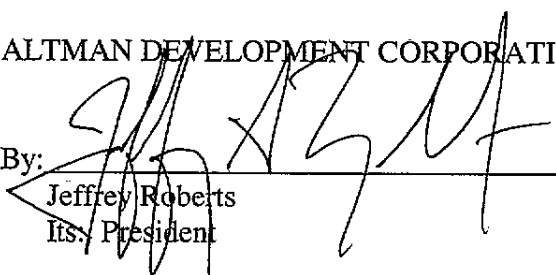
The undersigned, being first duly sworn, deposes and states as follows:

1. The Limited Partners of ADC Equity Partners Preston, Ltd. have to date contributed capital to the Limited Partnership in the amount of \$800.00. In addition, the Limited Partners of ADC Equity Partners Preston, Ltd. are obligated to contribute additional capital to the Limited Partnership in the amount of \$-0-.

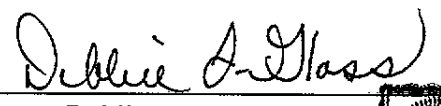
2. Other than as set forth in Paragraph 1 above, it is anticipated that no Limited Partner of ADC Equity Partners Preston, Ltd. will be required to make any additional contributions to the Limited Partnership.

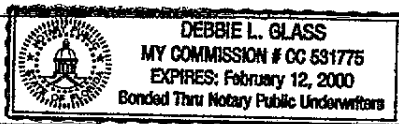
Further, Deponent sayeth not.

ALTMAN DEVELOPMENT CORPORATION

By: 
Jeffrey Roberts
Its President

Subscribed and sworn to before me this
14th day of August, 1998.


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



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TALLAHASSEE, FLORIDA