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Reply To: Cocoa P.O. Box

Mariner Square
96 Willard Street, Suite 302
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Fax (407) 259-6624

*Admitted PA, VA, TN only

June 4, 1999

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

W99-13429

RE: ADAMS PROPERTIES, LTD.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the proposed Certificate of Limited Partnership for the above named limited partnership, Affidavit, Certificate of Acceptance of Registered Agent, and a check in the amount of \$1,837.50 to cover the following:

Filing Fee	\$ 1,750.00
Certified copy of Certificate of Limited Partnership	52.50
Registered Agent Designation	<u>35.00</u>
	\$ 1,837.50

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After these documents have been filed, please return a certified copy to the undersigned at the post office box noted above. If you have any questions concerning the foregoing, please do not hesitate to contact us.

Sincerely,

David M. Presnick

David M. Presnick

Enclosures

cc: Dorothy C. Adams (w/o enc)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

AMARI & THERIAC, P.A.
ATTORNEYS & COUNSELORS AT LAW
PO BOX 1807
COCOA, FL 32923-1807

SUBJECT: ADAMS PROPERTIES, LTD.
Ref. Number: W99000013429

We have received your document for ADAMS PROPERTIES, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 399A00031150

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

AMARI & THERIAC, P.A.
ATTORNEYS & COUNSELORS AT LAW
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Michael Mays
Document Specialist

Letter Number: 399A00031150

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ADAMS INVESTMENTS, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the Revised Uniform Partnership Act of 1995 and being duly sworn does certify as follows:

1. The name of the Partnership is **ADAMS INVESTMENTS, LTD.**
2. The principal place of business of the Partnership is located at 2710 Rocky Point Road, Malabar, Florida 32950. The name of the registered agent of the Partnership at such address is Diane C. Adams.

3. The name and address of the sole general partner are as follows:

Mayne Investments, Inc.
2710 Rocky Point Road 899-42539
Malabar, Florida

4. The mailing address of the Partnership is Post Office Box 500790, Malabar, Florida 32950.

5. The Partnership's existence shall begin upon the issuance of a Certificate of Authority to do Business by the State of Florida and shall continue until 12:00 o'clock noon on January 1, 2030, unless sooner terminated pursuant to the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned executed this Certificate as the General Partner this 4th day of June, 1999.

Witnesses:

"GENERAL PARTNER"

MAYNE INVESTMENTS, INC., a Florida corporation

David M. Presnick
Print Name: David M. Presnick

Dorothy C. Adams
Dorothy C. Adams, President

Dyetra Dixon
Print Name: Dyetra D. Dixon

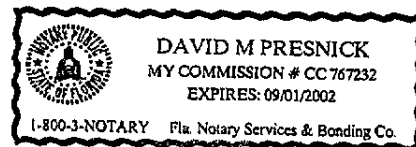
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RECORD

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 4th day of June, 1999, by Dorothy C. Adams, the President of Mayne Investments, Inc., who is personally known to me to have executed the foregoing instrument as the sole general partner, who has produced sufficient identification, and who did take an oath.

David M Presnick
NOTARY PUBLIC




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SECRETARY OF STATE
DIVISION OF RECORDS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS FOR
ADAMS INVESTMENTS , LTD.**

Pursuant to Section 48.061, *Florida Statutes*, I hereby accept the foregoing designation as registered agent of **ADAMS INVESTMENTS , LTD.** for service of process within the State of Florida at 2710 Rocky Point Road, Malabar, Florida 32950.



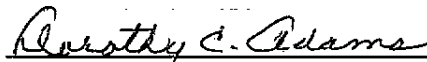
Diane A. Adams

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SECRETARY OF STATE
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AFFIDAVIT

The undersigned, being the General Partner of **ADAMS INVESTMENTS, LTD.**, a Florida limited partnership, hereby certifies that the limited partners of the Partnership will be contributing certain property to the Partnership, the value of which is \$616,000.00. \$5,000,000 more capital is anticipated.

MAYNE INVESTMENTS, INC., a Florida corporation


Dorothy C. Adams, President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Affidavit was sworn to, subscribed and acknowledged before me this 4th day of June, 1999, by Dorothy C. Adams, who is personally known to me to be the President of Mayne Investments, Inc., and who did take an oath.


NOTARY PUBLIC

