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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Mid-America Capital Partners, L.P.

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97 NOV 19 PM 3:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

600002354516--7
-11/21/97--01101--003
***1785.00 ***1785.00

600002354516--7
-11/21/97--01101--004
*****17.50 *****17.50

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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NOV 19 1997

File Secured

G. TAX
 FILING 17.50.00
 R. AGENT FEE 35.00
 C. COPY 17.50
 TOTAL \$1802.50
 V. BANK
 BALANCE DUE
 CHAMP

Thanks,
Jeff

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

1. Mid-America Capital Partners, L.P.
(Name of limited partnership as it is in the home state;

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. November 14, 1997
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

C T CORPORATION SYSTEM
Connie Bryan
(Officer must sign on this line)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

MAACP, Inc.

c/o The Corporation Trust Company, 1209
Orange St., Wilmington, DE 19801

F97000006119

10. Mid-America Apartment Communities, Inc., 6584 Poplar, Suite 340, Memphis, TN 38138
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 6584 Poplar Ave., Suite 340, Memphis, TN 38138
(Mailing Address of Limited Partnership)

This 18th day of November, 1997.

MAACP, Inc.
General Partner

Lynn Johnson
By: Lynn Johnson, Secretary

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF Tennessee

COUNTY OF Shelby

THE FOREGOING instrument was acknowledged and sworn to before me this 18 day of November, 19 97, by MAACP, Inc. (Name of General Partner) of

Mid-America Capital Partners, L.P.
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Louise J. Bradley
Notary Public
State of Tennessee at Large

(SEAL)

My Commission Expires:

My Commission Expires May 19, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared MAACP, Inc. a general partner of Mid-America Capital Partners, L.P., a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership" who certifies as follows:

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TALLAHASSEE FLORIDA

- 1. The amount of capital contributions of the limited partners is \$ 222,545,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 11,558,000.

This 18th day of November, 1997.

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

[Signature]
MAACP, Inc.

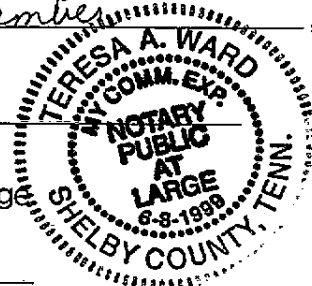
STATE OF Tennessee
COUNTY OF Shelby
DATE 11-18-97

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared MAACP, Inc. (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of November, 1997.

Teresa A. Ward

Notary Public



Seal

State of Tennessee at Large
My Commission Expires: