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SUITE 340
MEMPHIS, TN 38138
(901)682-6600
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May 7, 1999

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

100002874131--1
-05/13/99--01086--001
***1750.00 ***1750.00

Re: **Mid-America Capital Partners, L.P.**

Dear Sir or Madam:

Attached is our check number 990074, in the amount of \$526.25, for the 1999 filing fee for the above-referenced partnership. Also enclosed is a check for \$1,750.00 for the additional capital contributions and a *Supplemental Affidavit of Capital Contributions for a Foreign Limited Partnership*.

Please call me at 901 682-6600, ext. 109, if you have any questions

Sincerely,


Mark S. Martini
Secretary and Treasurer

B97-627

FILED
99 MAY 13 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

42
5-13-99



FLORIDA DEPARTMENT OF STATE

Secretary of State

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

The undersigned general partners of Mid-America Capital Partners,
L.P. a(an) Delaware

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 37,118,631.

This 31 day of December, 19 98

FURTHER AFFLANT 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)

MA ACP, INC.

By: Mark Martin

Secretary

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 13 PM 2:25

FILED