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Thomas K. Pierce, P.A.
3399 PGA Blvd, Suite 240
Palm Beach Gardens, Florida 33410

(561)691-9900
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5/20

May 10, 2002

MJH

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/22/02--01016--006
****166.25 *****87.50

RE: Tucson Medical Investors, Ltd.
Tucson Equity Investors, Inc.

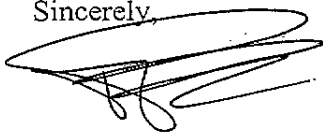
To Whom it May Concern:

Enclosed please find the following:

1. 1 Certificate of Limited Partnership;
2. 1 Affidavit of Capital Contributions for Florida Limited Partnership;
3. Articles of Incorporation for the General Partner of the Partnership
4. A copy of each of the above to be returned as certified copies; and
5. Our check in the amount of \$ 166.25

You may contact the undersigned at the phone number below with any questions you may have.
Please return the acknowledgement to the undersigned at the address below.

Sincerely,



Thomas K. Pierce
Counsel

TKP:ctd

Encl.

FILED
02 MAY 20 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FF \$87.50

CERTIFICATE OF LIMITED PARTNERSHIP

1. Tucson Medical Investors, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 3399 PGA Boulevard, Suite 240, Palm Beach Gardens, FL 33410
(Business address of Limited Partnership)
3. Thomas K. Pierce, Esquire
(Name of Registered Agent for Service of Process)
4. 3399 PGA Boulevard, Suite 240, Palm Beach Gardens, FL 33410
(Florida street address for Registered Agent)
5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 3399 PGA Boulevard, Suite 240, Palm Beach Gardens, FL 33410
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is:
12/31/2099
8. Name(s) of general partner(s): Street Address:

Tucson Equity Investors, Inc., a 3399 PGA Boulevard, Suite 240
Florida corporation Palm Beach Gardens, FL 33410

PO2-59649

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of May, 2002.

Signature of all general partners:

Tucson Equity Investors, Inc., sole general partner

BY: [Signature]
Name: Malcolm Sina
Its: President

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02 MAY 20 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of Tucson Medical Investors, Ltd, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

Signed this 10th day of May, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Tucson Equity Investors, Inc.,
sole general partner

By: [Signature]

Name: ~~Malcolm~~ Sina

Its: President