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FLORIDA LIMITED PARTNERSHIP

F.M. II, LTD.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
F.M. II, LTD.
a Florida limited partnership

The undersigned General Partners of F.M. II, Ltd. (the "Partnership"), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620, Part I of the Florida Statutes, hereby state the following:

1. The name of the Partnership is F.M. II, LTD.
2. The address of the office of the Partnership is 1320 S. Dixie Highway, Coral Gables, Florida 33146.
3. The name and address of the registered agent for service of process on the Partnership is Joseph Barry Schimmel, Esquire, 9400 S. Dadeland Boulevard, Suite 600, Miami, Florida 33156.

4. The names and business addresses of the General Partners are:

<u>Name</u>	<u>Business Address</u>
Frank Moya, M.D.	1320 S. Dixie Highway, Suite 1060 Coral Gables, Florida 33146
Frank Moya, III	1320 S. Dixie Highway, Suite 1060 Coral Gables, Florida 33146
Elizabeth M. Moya-Sakran	1320 S. Dixie Highway, Suite 1060 Coral Gables, Florida 33146

5. The mailing address of the Partnership is 1320 S. Dixie Highway, Suite 1060, Coral Gables, Florida 33146.

6. The latest date upon which the Partnership shall dissolve is December 31, 2051.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of F.M. II, Ltd., this 21st day of January, 2004.

F.M. II, LTD.

By: 
Frank Moya, M.D., General Partner

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By:

Frank Moya, III, General Partner

By:

Elizabeth M. Moya-Sakran,
General PartnerACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for F.M. II, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

JOSEPH BARRY SCHIMMEL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Frank Moya, M.D., Frank Moya, III, and Elizabeth M. Moya-Sakran, the General Partners of F.M. II, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," certify as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$0.
2. It is anticipated that the limited partners will make additional capital contributions of \$6,000,000 to the Partnership.

F.M. II, LTD.

By:

Frank Moya, M.D., General Partner

By:

Frank Moya, III, General Partner

By:

Elizabeth M. Moya-Sakran,
General Partner

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