1201 Hays Street
Tallahassee, FL 32301-2607
904-222-9171
904-222-[illegible] FAX

800-342-8036

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ACCOUNT NO. : 072100000032

REFERENCE : 134401 4377066

AUTHORIZATION :

300001992703--4
-10/31/96--01087--013
***1750.00 ***1750.00

COST LIMIT : $ PREPAID

ORDER DATE : October 28, 1996

ORDER TIME : 11:15 AM

ORDER NO. : 134401-005

CUSTOMER NO: 4377066

CUSTOMER: Ms. Jan Ricker
LAWRENCE M. HANKIN, ESQ
Suite 400, 2033 Main Street
Sarasota, FL 34237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 1:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 12:37

RECEIVED
96 OCT 28 PM 12:10
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PALMER MEDICAL CENTER, LTD.

EFFECTIVE DATE:

_____ ARTICLES OF INCORPORATION
XX___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX___ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

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-10/31/96--01087--014
*****35.00 *****35.00

TAX	
FILING	1750
R. AGENT FEE	35
C. COPY	
TOTAL	1785
N. BANK	
BALANCE DUE	
REFUND	

BJK
10/28/96

CERTIFICATE OF LIMITED PARTNERSHIP OF PALMER MEDICAL CENTER, LTD., a Florida limited partnership

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is **PALMER MEDICAL CENTER, LTD.**

2. The address of the office of the Partnership is 921 South Beneva Road, Sarasota, Florida 34232.

3. The name and address of the agent for service of process on the Partnership is **Lawrence M. Hankin, 2033 Main Street, Suite 400, Sarasota, Florida 34237.**

4. The name and business address of the sole General Partner is **JOHN M. STEELE**, 921 South Beneva Road, Sarasota, Florida 34232.

5. The mailing address of the Partnership is 921 South Beneva Road, Sarasota, Florida 34232.

6. The latest date upon which the Partnership shall dissolve is November 1, 2035.

The execution of this certificate by the undersigned General Partner 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 on behalf of the sole General Partner of **PALMER MEDICAL CENTER, LTD.**, this 25th day of October, 1996.

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GENERAL PARTNER:

JOHN M. STEELE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **PALMER MEDICAL CENTER, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

LAWRENCE M. HANKIN

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared **JOHN M. STEELE**, the sole General Partner of **PALMER MEDICAL CENTER, LTD.** (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partner is, in the aggregate, Two Hundred Ninety-Seven Thousand and No/100 ($297,000.00) Dollars.

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partner.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Date: 10/25/96

JOHN M. STEELE

The foregoing was acknowledged before me this 25 day of October, 1996, by **JOHN M. STEELE**, who is personally known to me: ✓ or who produced a Driver's License as identification: ____.

(NOTARIAL SEAL)

LAWRENCE M. HANNON
MY COMMISSION # CC 406871
EXPIRES: October 13, 1998
Bonded Thru Notary Public Underwriters

(Type, Print or Stamp Name)
I am a Notary Public in and for the State of Florida and my commission expires: _____.

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