

Walk - IN 11/12



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Buck,

Please back date
if possible

November 7, 1996

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: DAY SURGERY, LTD.
Ref. Number: W96000023056

FDS I LTD.

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 NOV -7 PM 2:40

We have received your document for DAY SURGERY, LTD. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

As previously discussed, the Division of Corporations cannot allow this partnership to use the name DAY SURGERY, LTD. unless we can obtain a letter from DAY SURGERY, INC. stating that DAY SURGERY, INC. and NSC PORT ST. LUCIE, INC. are related, that is that the two corporations have at least one officer in common.

The letter you have sent states that DAY SURGERY, INC. gives permission to the partnership for it to use the name DAY SURGERY, LTD. We cannot accept just this.

If DAY SURGERY, INC. and NSC PORT ST. LUCIE, INC. are NOT RELATED, and if they have NO OFFICERS in common, then this partnership CANNOT USE the name DAY SURGERY, LTD., and will have to select another name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 296A00051205

RECEIVED
96 NOV 12 PM 12:25
DIVISION OF CORPORATIONS

Walk in 11/7



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1996

C T CORPORATION SYSTEM
TALLAHASSEE, FL

SUBJECT: DAY SURGERY, LTD.
Ref. Number: W96000023056

FILED - STATE'S
SECRETARY OF CORPORATIONS
NOV - 7 PM 2:40
file 1st

We have received your document for DAY SURGERY, LTD. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

As discussed, we feel that there is probably some relationship between DAY SURGERY, INC. (see printout) and NSC PORT ST. LUCIE, INC. However, we are unable to determine this from the information on our computer.

If the two corporations are related, then we would have to have a letter explaining this before we could allow this partnership to use the name DAY SURGERY, LTD.

Please either furnish us with such a letter, or else change the name of this limited partnership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 796A0004997

RECEIVED
96 NOV - 7 PM 12: 27
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FDS, Ltd.

FILED
SECRETARY OF CORPORATIONS
DIVISION
96 NOV - 7 PM 2:40

1. The name of the limited partnership is: FDS, Ltd.
2. The business address is: 1715 SE Tiffany Avenue, Port St. Lucie, FL 34985
3. The name of the registered agent for service of process is: Eileen Gorman.
4. The Florida's street address for the registered agent is: c/o Eileen Gorman, 1715 SE Tiffany Avenue, Port St. Lucie, FL 34985.
5. Acceptance by the registered agent for service of process.

Eileen Gorman

6. The mailing address of the limited partnership is: 35 East Wacker Drive, Suite 2800, Chicago, IL 60601.
7. The latest date upon which the limited partnership is to be dissolved is in **forty years; October 10, 2036.**
8. **NAME OF GENERAL PARTNER** **SPECIFIC ADDRESS**

NSC Port St. Lucie, Inc.

1715 SE Tiffany Avenue
Port St. Lucie, FL 34985

Date: 10/8/96

P96000074064

NSC Port St. Lucie, Inc., General Partner


John G. Rex-Waller, Secretary

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partner of Day Surgery Partners
a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is
\$ 100.00.

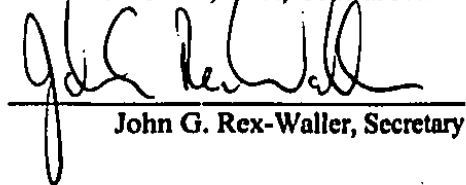
The total amount contributed and anticipated to be contributed by the limited partners
at this time totals \$ 1,000,00.

This 14th day of October, 1996.

FURTHER AFFIANT SAYETH NOT.

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

NSC PORT ST. LUCIE, INC., General Partner



John G. Rex-Waller, Secretary

FDS, Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 14 1996
11 AM - 1 PM 2:40

Document Number Only

A96000002075

Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 222-1092
 City State Zip Phone

CORPORATION(S) NAME

000002060110110
 -01/16/97--01037--006
 *****17.50 *****17.50

Eds, Ltd
 Changing name to:
Day Surgery, Ltd

97 JAN 10 AM 53
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Limited Liability Co.
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other ucc Filing
- Reinstatement
- Reservation
- Change of R.A.
- Certified Copy
- Photo Copies
- Fic. Name
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Mail Out
- Pick Up

RECEIVED
 97 JAN 18 AM 11:07
 DIVISION OF CORPORATIONS

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

1/8/97

PLEASE RETURN EXTRA COPIES
 FILE STAMPED

G. TAX FILING _____
 R. AGENT FEE 17.50
 COPY _____
 17.50
 1/8/97

97 JAN 10 AM 10:53
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

FDS, Ltd.

(Insert name currently on file with Florida Dept. of State)

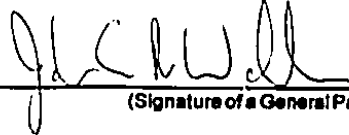
Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The Certificate of Limited Partnership be amended by changing items 1 and 6 thereof so that, as amended, said items shall be read as follows:

- "1. The name of the limited partnership is Day Surgery, Ltd."
- "6. The mailing address of the limited partnership is:

30 South Wacker Drive, Suite 2302, Chicago, IL 60606."



(Signature of a General Partner)

John Rex-Waller, Vice President

(Typed or printed name of General Partner signing above)

STATE OF Illinois

COUNTY OF Cook

On this 7th day of January, 1997,
personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of



(Notary Public Signature)

Cheryl A. Stone

(Notary's Printed Name)



Seal

My Commission Expires: October 18, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN - 8 AM 10:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN - 8 AM 10:53

BELL, BOYD & LLOYD

THIRTEEN FIRST NATIONAL PLAZA
70 WEST MADISON STREET
SUITE 3300
CHICAGO, ILLINOIS 60602-4207

312 372-1121
312 372-2008 FAX

FAX COVER SHEET

Date January 9, 1997

Total Number of Pages 6 (Including this page)

To Mr. Buck Kohr

Company Florida Secretary of State

City Tallahassee

Fax Number 904/487-6013

Phone Number 904/487-6914

From Steven E. Ducommun

Direct Dial Phone 312 807-4336

Client/Matter Number 104912-0059

Document Description

Message

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 10 AM 10:54
f

If this transmission is incomplete, please call 312 558-8294.

This document is intended only for the addressee(s) named above and may contain information that is privileged, confidential, and exempt from disclosure under applicable law. Any use, dissemination or copying of this communication other than by the addressee is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original facsimile to us by mail. Thank you.

BELL, BOYD & LLOYD

THREE FIRST NATIONAL PLAZA
70 WEST MADISON STREET, SUITE 2200
CHICAGO, ILLINOIS 60602-4807

812 378-1121
FAX 812 878-2088

STEVEN E. DUCOMMUN
812 807-4338
sducommun@bbl.com

WASHINGTON, D.C.
203 486-8000
FAX 202 486-0875

January 9, 1997

BY FACSIMILE 904/487-6013

Mr. Buck Kohr
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN 9 AM NO: 54
de

Re: Assignment of Assets

Dear Mr. Kohr:

Pursuant to our telephone conversation today, I am faxing to you two Assignments of Assets relating to Day Surgery, Inc. (now doing business as Tiffany, Inc.) which indicates that all of the assets of Day Surgery, Inc. which were either purchased by NSC Port St. Lucie, Inc. or retained by Day Surgery, Inc. were in fact assigned downstream to FDS, Ltd. (to be known as Day Surgery, Inc. Ltd.). Accordingly, any trademark rights such as the one for the name "Day Surgery" would have been included in the assets that were assigned downstream.

Please contact me with any questions that you may have regarding the foregoing. Thank you very much for your assistance in this matter.

Very truly yours,

Steven E. Ducommun

SED:mvz

Enclosures

**DAY SURGERY, INC.
Assignment of Assets**

WHEREAS, Day Surgery, Inc., a Florida corporation (the "Seller") has entered into a Limited Partnership Agreement dated January 3, 1997 (the "Partnership Agreement") forming Day Surgery, Ltd., a Florida partnership (the "Partnership") with NSC Port St. Lucie, Inc., a Florida Corporation ("NSC Port St. Lucie") and certain other signatories thereto; and

WHEREAS, pursuant to the Partnership Agreement, the Seller has agreed to contribute certain assets retained by the Seller pursuant to the Asset Purchase Agreement dated as of December 19, 1996 (the "Agreement") between National Surgery Centers, Inc., a Delaware corporation ("NSC") and the Seller, representing a 20% undivided interest in the assets, properties and business of the Seller as specified in Section 1.1 of the Agreement (the "Retained Assets") in partial consideration for 40 Limited Partnership Units.

NOW THEREFORE, pursuant to the aforementioned authority and for mutual consideration the Seller by this Assignment does hereby sell, convey, transfer, assign and deliver unto the Partnership, its successors, and assigns forever free and clear of all liens, mortgages, pledges, encumbrances and charges of every kind all of the Seller's right, title and interest in the Retained Assets.

TO HAVE AND TO HOLD said Retained Assets, with all appurtenance thereto, unto the Partnership, its successors and assigns, and for its and their use forever.

*** SIGNATURES ON FOLLOWING PAGE ***

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 19 11:10:54

IN WITNESS WHEREOF, the undersigned corporation has caused this instrument to be signed on its behalf by its duly authorized officer on this 3rd day of January, 1997.

DAY SURGERY, INC.

By Mary L. Holthaug
Title: President

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN 9 AM 10:54

NATIONAL SURGERY CENTERS, INC.
Assignment of Assets

WHEREAS, National Surgery Centers, Inc., a Delaware corporation ("NSC"), and Day Surgery, Inc., a Florida corporation (the "Seller") entered into a Asset Purchase Agreement dated as of December 19, 1996 (the "Agreement") whereby NSC purchased certain assets of the Seller representing an 80% undivided interest in the assets, properties and business of the Seller as specified in Section 1.1 of the Agreement (the "Purchased Assets"); and

WHEREAS, NSC Port St. Lucie, Inc., a Florida corporation and wholly-owned subsidiary of NSC ("NSC Port St. Lucie"), has agreed to assume the Assumed Liabilities (as defined in the Agreement).

NOW THEREFORE, pursuant to the aforementioned authority and for mutual consideration NSC by this Assignment does hereby sell, convey, transfer, assign and deliver unto NSC Port St. Lucie, its successors, and assigns forever free and clear of all liens, mortgages, pledges, encumbrances and charges of every kind all of NSC's right, title and interest in the Purchased Assets.

TO HAVE AND TO HOLD said Purchased Assets, with all appurtenance thereto, unto NSC Port St. Lucie, its successors and assigns, and for its and their use forever.

*** SIGNATURES ON FOLLOWING PAGE ***

97 JAN 9
DIVISION OF CORPORATIONS
FILED STATE
SECRETARY OF CORPORATIONS
MHIC: 54

IN WITNESS WHEREOF, the undersigned corporation has caused this instrument to be signed on its behalf by its duly authorized officer on this 3rd day of January, 1997.

NATIONAL SURGERY CENTERS, INC.

By

[Handwritten Signature]

Title:

[Handwritten Title]

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 JAN 13 10 AM '97
e