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CONTACT: ROSALYN GIBBS
PHONE: (813)273-4261 FAX #: (813)273-4396

NAME: PHYSICIANS TRUST NETWORK, LTD.
AUDIT NUMBER.....H97000018109
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 3
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Secretary of State

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October 30, 1997

JAMES W. GOODWIN, ESQ.
MACFARLANE FERGUSON & MCMULLEN
111 MADISON ST., SUITE 2300
TAMPA, FL 33602

SUBJECT: PHYSICIANS TRUST NETWORK, LTD.
REF: W97000024765

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H97000018109
Letter Number: 297A00052820

H97-18109

CERTIFICATE OF LIMITED PARTNERSHIP OF PHYSICIANS TRUST NETWORK, LTD.

The undersigned, for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, do hereby certify as follows:

1. The name of the limited partnership is:

Physicians Trust Network, Ltd.

2. The address of the office and the name and address of the agent for service of process at such address is:

James W. Goodwin, Esq.
111 E. Madison Street - Suite 2300
Tampa, Florida 33602

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3. The name and business address of the general partner of the limited partnership is:

P97-63358

NAN II, Inc.
111 E. Madison Street - Suite 2300
Tampa, Florida 33602
ATTN: James W. Goodwin, Esq.

4. The principal office and mailing address for the limited partnership is:

Physicians Trust Network, Ltd.
111 E. Madison Street - Suite 2300
Tampa, Florida 33602
ATTN: James W. Goodwin, Esq.

5. The latest date upon which the limited partnership is to dissolve is:

December 31, 2027

James W. Goodwin, Esq., #375519
Macfarlane Ferguson & McMullen
111 Madison Street - Suite 2300
Tampa, Florida 33602
(813) 273-4337

H97-18109

IN WITNESS WHEREOF, the undersigned general partners have duly executed this Certificate of Limited Partnership this 30th day of October, 1997.

NAN II, INC.

General Partner

By: _____
Neil A. Natkow, D.O.
As its President

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James W. Goodwin, Esq., #375519
Macfarlane Ferguson & McMullen
111 Madison Street - Suite 2300
Tampa, Florida 33602
(813) 273-4337

H97-18109

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of **PHYSICIANS TRUST NETWORK, LTD.** in its Certificate of Limited Partnership, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the limited partnership's registered office open.

JAMES W. GOODWIN
Registered Agent

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AFFIDAVIT OF PHYSICIANS TRUST NETWORK, LTD.

The undersigned, being sworn, depose and say:

1. The undersigned is the sole general partner of PHYSICIANS TRUST NETWORK, LTD., a Florida limited partnership, (the "Partnership").

2. The initial capital contribution of the limited partners is One Hundred Dollars ($ 100) and the additional amount anticipated to be contributed by the limited partners is Nine Hundred Dollars ($ 900).

NAN, II, INC.
General Partner

By: _____
Neil A. Nathaw, D.O.
As its President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me by Neil A. Nathaw, D.O., President of NAN, II, Inc., who is personally known to me or who produced a driver's license as identification.

_____
Notary Public

James W. Goodwin
Name of Acknowledger
Typed/Printed

OFFICIAL SEAL
JAMES W. GOODWIN
MY COMMISSION EXPIRES
JULY 11, 1999
No. CC 452711
BONDED THRU
TROY FAIN INSURANCE, INC.

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