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SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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January 12, 1998

FILED
98 JAN 13 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via FedEx

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

Re: UroSouth, Ltd.

200002398202--6
-01/13/98--01050--001
****339.50 ****339.50

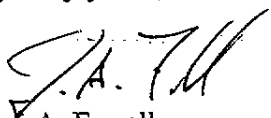
Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced limited partnership, along with a check, payable to the Secretary of State in the amount of \$339.50, in payment of the following:

Filing Fee	\$252.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
	\$339.50

Please return the certified copy to the attention of the undersigned. Thank you for your cooperation in this matter.

Very truly yours,


James A. Farrell

Enclosures

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1083 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120-642-1475

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ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 425-8316

CERTIFICATE OF LIMITED PARTNERSHIP

Name of Limited Partnership: UroSouth, Ltd.

Business address of Limited Partnership: Suite 340, 7000 Southwest 62nd Avenue
Miami, FL 33143

Name of Registered Agent for Service of Process: UroSouth, Inc.

Street address for Registered Agent: Suite 340, 7000 Southwest 62nd Avenue
Miami, FL 33143

Mailing address of the Limited Partnership: Suite 340, 7000 Southwest 62nd Avenue
Miami, FL 33143

Latest Date for dissolution: December 31, 2027

Name of General Partner:

UroSouth, Inc. 896-84163

Street address:

Suite 340, 7000 Southwest 62nd Avenue
Miami, FL 33143

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

Signed this 8th day of January, 1998.

Acceptance of Resident Agent:

UroSouth, Inc.
hereby accepts its appointment as
Resident Agent.

UroSouth, Inc.

By 
Marvin Bondhus, M.D.
Its President

Signature of General Partner:

UroSouth, Inc.

By: 
Marvin Bondhus, M.D.
Its President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR UROSOUTH, LTD.**

The undersigned consisting of the sole general partner of UroSouth, Ltd., certifies:

The amount of capital contributions to date of the limited partners is \$12,600.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 36,000.00.

Signed this 8th day of January, 1998.

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TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAITH NOT.

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

General Partner:

UroSouth, Inc.

By: 
Marvin Bondhus, M.D.
Its President