

A00000001331

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37 UPPER GROSVENOR STREET
LONDON, ENGLAND W1X 9PE
TELEPHONE: 171-663-6677
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PLEASE REPLY TO:
MIAMI OFFICE

Via US Mail

July 17, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/07/00--01130--003
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W-18791 / A-1331


Re: HMS Family Partnership, Ltd. ORGANIZATION

Dear Sirs,

Enclosed herewith please find Certificate of Limited Partnership, Certificate of Designation of Registered Agent, Affidavit of Capital Contributions along with our check in the amount of \$1802.50 which represents the filing fees and the return of a certified copy.

Should you have any questions please contact our office.

Very truly yours,


Margaret A. Boyett
Paralegal to Sergio A. Pagliery, Esq.

Encl.

WLG/28

00 AUG 28 PM 2:08
FILED
SERIALS DIVISION
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 2000

MARGARET A. BOYETT
THE KLEINFELD LAW FIRM
ONE SOUTHEAST THIRD AVENUE, SUITE 1940
MIAMI, FL 33131

SUBJECT: HMS FAMILY PARTNERSHIP, LTD.
Ref. Number: W00000018791

We have received your document for HMS FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience. ✓

You must still submit the \$35 registered agent designation fee. ✓

It is unclear whether the \$3,428,668.50 amount in your affidavit is the amount contributed AND anticipated to be contributed, or whether the figure has already been contributed and the same amount IN ADDITION is anticipated to be contributed. Please correct your document to be explicit. Attached is our blank form, as a guide. ✓

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 200A000411

FILED
600 AUG 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 15, 2000

MARGARET A. BOYETT
THE KLEINFELD LAW FIRM
ONE SOUTHEAST THIRD AVENUE, SUITE 1940
MIAMI, FL 33131

SUBJECT: HMS FAMILY PARTNERSHIP, LTD.
Ref. Number: W00000018791

We have received your document for HMS FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$1802.50. However, the document has not been filed and is being retained in this office for the following:

This letter is to let you know that we are holding this document to be filed, once your General Partner, CASSANDRA ENTERPRISES, LLC, is filed. Our records reflect that the filing for that document has recently been returned to you for correction. Once the corrected document has been filed, we will file the forms for the limited partnership.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 000A00043756

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00 AUG 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE

HMS FAMILY PARTNERSHIP, LTD.

A Florida Limited Partnership

THIS CERTIFICATE is executed on the 10th of July, 2000, with respect to the agreement of the HMS Family Partnership, Ltd. ("the partnership").

1. Name. The partnership's name is HMS FAMILY PARTNERSHIP, LTD.
2. Registered Agent. The name and post office address of the partnership's registered agent is:

CASSANDRA ENTERPRISES, LLC.
5701 North Pine Island Road, Suite 200
Tamarac, FL 33321

CASSANDRA ENTERPRISES, LLC, a Florida Limited Liability Company, is the sole general partner of the partnership. Its business address is within the State of Florida.

3. Specified Office. The mailing address of the partnership at which its records are kept is:

5701 North Pine Island Road, Suite 200
Tamarac, Florida 33321

4. General Partner. The name and post office address of the general partner is:

CASSANDRA ENTERPRISES, LLC.
5701 North Pine Island Road, Suite 200
Tamarac, FL 33321

5. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is February 1, 2030.

[Remainder of page intentionally left blank – Execution page follows]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

L-103/9

'IN WITNESS WHEREOF, the undersigned sole general partner through its authorized officer has signed this certificate, on the day and year first above written.

CASSANDRA ENTERPRISES, LLC.
5701 North Pine Island Road, Suite 200
Tamarac, FL 33321


By: 
HENRY J. SHAPIRO
Managing Member

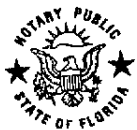
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I, the undersigned Notary Public, hereby certify that the same person whose name is signed to the foregoing instrument is personally known to me and appeared before me in person and acknowledged that he signed the instrument as his free and voluntary act, in his authorized capacity, for the uses and purposes therein set forth.

Sworn to and Subscribed before me this 10th day of July, 2000.

My Commission Expires:


Notary Public



Sergio A Pagliery
My Commission CC599834
Expires November 7 2000

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00 AUG 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 620.192, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited partnership is **HMS FAMILY PARTNERSHIP, LTD.**
2. The name and address of the registered agent and office is:

CASSANDRA ENTERPRISES, LLC.
5701 North Pine Island Road
Suite 200
Tamarac, FL 33321

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, the undersigned individual hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and that undersigned is familiar with and accepts the obligations of the position as registered agent.

IN WITNESS WHEREOF I, Henry J. Shapiro as the Managing Member of CASSANDRA ENTERPRISES, LLC., a Florida Limited Liability Company, have on this 16th day of July, 2000, placed my hand and seal hereinbelow in acceptance of the duties and responsibilities of a registered according to the law of the State of Florida.

CASSANDRA ENTERPRISES, LLC.
a Florida Limited Liability Corporation

by: _____

HENRY J. SHAPIRO
Managing Member

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

OF


HMS FAMILY PARTNERSHIP, LTD.


The undersigned limited partners of **HMS FAMILY PARTNERSHIP, LTD.** depose and say:


- 1) The total amount of cash and or property contributed by the limited partners is \$3,428,668.40; and
- 2) The total amount of cash and or property anticipated to be contributed by limited partners is 0.


In accordance with Section 620.10%, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, I have set my hand and seal on this 10th day of July, 2000.


Southern Florida Small Business Benefits Association
A Florida Association
Henry J. Shapiro, Director
Limited Partner


A & S Financial Services, Inc.
A Florida Corporation
Henry J. Shapiro, President
Limited Partner


ASMED Health Partnership, Inc.
A Florida Corporation
Henry J. Shapiro, President
Limited Partner


Consultants for Managed Care, Inc.
A Florida Corporation
Henry J. Shapiro, President
Limited Partner

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TALLAHASSEE FLORIDA