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ALL CORRESPONDENCE REPLY TO:
P.O. Box 532019
ORLANDO, FL 32853

ALI M. KIRK

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(407) 296-0770
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August 13, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/17/01--01106--002
*****87.50 *****87.50

RE: CARE AMERICA PARTNERS, LTD.

Dear Sir/Madam:

Pursuant to your request, enclosed please find a check in the sum of \$87.50 as and for the filing fee of the above referenced limited partnership along with the signed CERTIFICATE OF LIMITED PARTNERSHIP OF CARE AMERICA PARTNERS, LTD. and AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIPS.

Please cause the enclosed to be processed with your office thereby returning your letter of acknowledgment of filing as receipt thereof.

Should you have any questions or concerns regarding this request, do not hesitate to call.

Sincerely,

Enclosures

Ali M. Kirk
Ali M. Kirk - Attorney

FILED
01 SEP 17 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A01-1280
AK

CERTIFICATE OF LIMITED PARTNERSHIP
OF CARE AMERICA PARTNERS, LTD.

We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the partnership is to be conducted is CARE AMERICA PARTNERS, LTD.

2. The location of the principal place of business is to be at 1469 Falconwood Court, in the City of Apopka, Florida 32712.

3. The name of the Registered Agent for Service of Process is Ali Mashayekhi Kirk, whose Florida physical street address is 501 North Magnolia Avenue, Suite 100, Orlando, Florida 32801.

4. Signature of Registered Agent as acceptance as Registered Agent for Service of Process.

Ali Mashayekhi Kirk
Registered Agent

5. The location of the Mailing Address of the above stated Limited Partnership is: P.O. Box 1630, Apopka, Florida 32704-1630.

6. The latest date upon which the limited partnership is to dissolve is indefinite.

7. The name and place of residence of each General Partner interested in the partnership are as follows:

Name

Place of Residence

TERRY ALLEN BEDEN

1469 Falconwood Court, Apopka, Florida 32712

for Care America Marketing Services, Inc. which entity is the LIMITED PARTNER

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01 SEP 17 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In witness, the undersigned have executed this certificate this 13 day of August, 2001.

Signature of all General Partners:



TERRY ALLEN BEDEN, Authorized
Signator for Care America Marketing
Services, Inc.
GENERAL PARTNER

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01 SEP 17 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
FLORIDA LIMITED PARTNERSHIPS

We, the undersigned, constituting all of the General Partners of **CARE AMERICA PARTNERS, LTD**, A Florida Limited Partnership, certify:

The amount of capital contributions to date of the Limited Partners is:
\$0.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals: \$5,000.00.

FURTHER AFFIANT SAYETH NOT.

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

In witness, the undersigned have executed this certificate this 13 day of August, 2001.

Signature of all General Partners:



TERRY ALLEN BEDEN, Authorized
Signator for Care America Marketing
Services, Inc.
GENERAL PARTNER

FILED
01 SEP 17 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA