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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 26

FLORIDA LIMITED PARTNERSHIP

Orlando Cardiovascular Center, Ltd.

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Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ORLANDO CARDIOVASCULAR CENTER, LTD.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 26

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.205 of the Florida Statutes, hereby states the following:

- 1. The name of the Partnership is Orlando Cardiovascular Center, Ltd.
- 2. The address of the office of the Partnership as referred to in Section 620.108, Florida Statutes, is 1405 South Orange Avenue, Suite 120, Orlando, Florida 32806.
- 3. The name and address of the agent for service of process on the Partnership are CLO Consulting, Inc., 1405 South Orange Avenue, Suite 120, Orlando, Florida 32806.
- 4. The name and business address of the General Partner are:

<u>Name</u>	<u>Street Address</u>
Orlando Heart Center, Inc. PO1-111464	1405 South Orange Avenue, Suite 120 Orlando, Florida 32806

- 5. The mailing address for the Partnership is 1405 South Orange Avenue, Suite 120, Orlando, Florida 32806.
- 6. The latest date upon which the Partnership shall dissolve is December 31, 2101.
- 7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

Dated this 26th day of November, 2001.

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

ORLANDO HEART CENTER, INC., General Partner

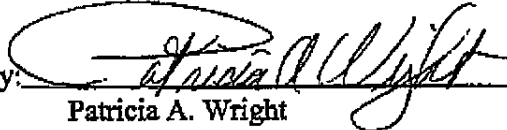
By: Irwin R. Weinstein
Irwin R. Weinstein, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

CLO CONSULTING, INC.

By: 
Patricia A. Wright

Date: November 26, 2001

01 NOV 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared IRWIN R. WEINSTEIN, President of ORLANDO HEART CENTER, INC., the sole General Partner of ORLANDO CARDIOVASCULAR CENTER, LTD., a Florida limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$100.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

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

ORLANDO HEART CENTER, INC., General Partner

Date: November 26, 2001

By: *Irwin R. Weinstein*
Irwin R. Weinstein, President

Sworn to and subscribed before me this 26th day of November, 2001, by IRWIN R. WEINSTEIN, President of ORLANDO HEART CENTER, INC., as General Partner on behalf of ORLANDO CARDIOVASCULAR CENTER, LTD., a Florida limited partnership. He (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

NOTARY PUBLIC
STATE OF FLORIDA
KRISTINA M. LORD
COMMISSION # CC 851059
EXPIRES 08/05/03

Kristina M. Lord
Print Name: KRISTINA M. LORD
Notary Public - State of Florida
Commission No.: _____
My Commission Expires: _____