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Page 1

Division of Corporation

Page 1 of 1

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To:

Division of Corporations
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Account Name : LAWRENCE J. DIAMOND, P.A.
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FLORIDA LIMITED PARTNERSHIP

WRMC III INVESTORS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$140.00

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51

**CERTIFICATE OF LIMITED
PARTNERSHIP OF
WRMC III INVESTORS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

WRMC III Investors, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

REGSERV CORP.
3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

pg 71138

4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

WRMC III Medical Equity Investors, Ltd.
3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

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5. Mailing Address of the Partnership. The mailing address of the Partnership is:

3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date the Certificate is filed with the Secretary of State of Florida.

7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2104.

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The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 6th day of July, 2004.

WRMC III MEDICAL EQUITY INVESTORS LTD., a Florida limited partnership

By: WRMC III MEDICAL EQUITY, LLC, a Florida limited liability company, Sole General Partner

By: 
Daniel S. Messina, Vice President

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JUL - 8 2004

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 6th day of July, 2004.

REGSERV CORP., a Florida corporation

By: 
Lawrence J. Diamond, Vice President

H04000139901 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned notary public, personally appeared Daniel S. Messina, Vice President of WRMC III Medical Equity, LLC, a Florida limited liability company, which is the sole general partner of WRMC III Medical Equity Investors, Ltd., a Florida limited partnership, which is the sole general partner of WRMC III Investors, Ltd., a Florida limited partnership (the "Partnership"), whose business address is 3801 PGA Boulevard, Suite 600, Palm Beach Gardens, Florida 33410, who, upon being duly sworn, certifies on behalf of the Partnership the following:

1. The amount of capital contributions to the Partnership made by the limited partners is \$0.00.
2. The amount anticipated to be contributed by the limited partners is \$1,000.00.

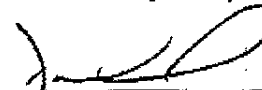
FURTHER AFFIANT SAYETH NOT:

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Dated: July 6, 2004

WRMC III MEDICAL EQUITY INVESTORS, LTD., a Florida limited partnership

By: WRMC III MEDICAL EQUITY, LLC, a Florida limited liability company, Sole General Partner

By: 
Daniel S. Messina, Vice President

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H04000139901 3

Sworn to and subscribed before me this 6th day of July, 2004 by Daniel S. Messina, as Vice President of WRMC III Medical Equity, LLC, a Florida limited liability company, on behalf of the limited liability company. Personally known X or produced _____ as identification.

NOTARY PUBLIC



(NOTARIAL SEAL)

Sign: Amy Ackard Lowe
Print: _____
State of Florida at Large
My commission expires: _____
Serial Number, if any: _____

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