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Account Name : LAWRENCE J. DIAMOND, P.A.

Account Number : 120000000008

Phone

: (561)630-5055

Fax Number

: (561)630-9660

FLORIDA LIMITED PARTNERSHIP

WRMC III PROPERTIES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

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J. BRYAN AUG 1 2 2004

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CERTIFICATE OF LIMITED PARTNERSHIP OF WRMC III PROPERTIES, LTD.

TOMANG I AM SI AM SI CORNAL OR SEE FOR ALON 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 Properties, Ltd. (the "Partnership")

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

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

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

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

> WRMC III Investors, LLLP. 3801 PGA Boulevard, Suite 600 Palm Beach Gardens, Florida 33410

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

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

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

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

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 112 day of August, 2004.

WRMC III INVESTORS, LLLP, a Florida limited liability limited partnership, general partner of WRMC III Properties, Ltd.

By: WRMC III MEDICAL EQUITY INVESTORS, LLLP, a Florida limited liability limited partnership, general partner of WRMC III Investors, LLLP

By: WRMC III MEDICAL EQUITY, LLC, a Florida limited liability company, general partner of WRMC III Medical Equity Investors, LLLP

By: John D. Evans, Vice President

ACCEPTANCE BY REGISTERED AGENT

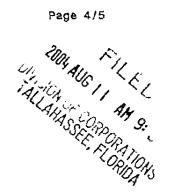
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO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

Dated this 11th day of August, 2004.

REGSERV CORP., a Florida corporation

Lawrence Judiamond, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA SS: COUNTY OF PALM BEACH

BEFORE ME, the undersigned notary public, personally appeared John D. Evans, 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, LLLP, a Florida limited liability limited partnership, which is the sole general partner of WRMC III Investors. LLLP, a Florida limited liability limited partnership, general partner of WRMC III Properties, Ltd., a Florida limited pertnership (the "Partnership"), whose business address is 3801 PGA Boulevard, Suite 600. Palm Beach Gardens, Florida 33410. who, upon being duly swom, 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: August 11世, 2004

WRMC III INVESTORS, LLLP, a Florida limited liability limited partnership, general partner

By: WRMC III MEDICAL EQUITY INVESTORS. LLLP, a Florida limited liability limited partnership, general partner of WRMC III Investors, LLLP

By: WRMC III MEDICAL EQUITY, LLC, a Florida limited liability company, general partner of WRMC III Medical Equity Investors, LLLP

vans. Vice President

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, 4h
Swom to and subscribed before me this 11th day of August, 2004 by John D.
Evans, as Vice President of WRMC III Medical Equity, LLC, a Florida limited fiability
company, on behalf of the limited liability company. Personally known 🖈 or produced
as identification.

Amy Ackard Lowe
Commission # D0289398
Expires May 11, 2008
Or #5 Bended Troy Fair-Insurance, Inc. 995-995-7019

(NOTARIAL SEAL)

NOTARY PUBLIC

Sign: JNN LACK
Print: State of Florida at Large

My commission expires:_ Serial Number, if any:___

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