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TALLAHASSEE, FLORIDA

To:

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Fax Number : (850) 205-0383

From:

Account Name : LAWRENCE J. DIAMOND, P.A.
Account Number : Y20000000008
Phone : (561) 630-5055
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FLORIDA LIMITED PARTNERSHIP

WRMC III PROPERTIES, LTD.

Certificate of Status	0
Certified Copy	1
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J. BRYAN AUG 12 2004

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JUDICIAL CORPORATION'S
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED
PARTNERSHIP OF
WRMC III PROPERTIES, 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 Properties, 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

4. 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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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.

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TALLAHASSEE, FLORIDA

7. Dissolution of the Partnership. 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 11th 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

By: 
Lawrence J. Diamond, Vice President

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Sworn 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 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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TALLAHASSEE, FLORIDA