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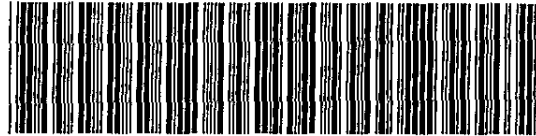
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Sonnenschein

SONNENSCHN NATH & ROSENTHAL LLP

Rita M. Burdo
561-833-2410
rburdo@sonnenschein.com

December 10, 2004

FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: The Baynham Group, Ltd., a Florida limited partnership


Dear Sir or Madam:

In connection with the formation of the above-referenced Florida limited partnership, enclosed please find:

1. Certificate of Limited Partnership, Affidavit of Capital Contributions, and Acceptance of Appointment as Registered (*original and one copy*);
2. A check in the amount of \$1,785, representing the appropriate filing fees; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed instrument.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to call.

Very truly yours,


Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: G. Clay Baynham, M.D.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE BAYNHAM GROUP, LTD.,
a Florida Limited Partnership**

The undersigned general partner of THE BAYNHAM GROUP, LTD. (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is 8 East Winds Circle, Tequesta, Florida 33469.
2. The business and mailing address of the office of the Partnership is 8 East Winds Circle, Tequesta, Florida 33469.
3. The name and address of the Registered Agent for service of process of the Partnership is G. CLAY BAYNHAM, 8 East Winds Circle, Tequesta, Florida 33469.
4. The name and business address of the General Partner is THE BAYNHAM GROUP, INC., 8 East Winds Circle, Tequesta, Florida 33469. *2011-165901*
5. The latest date upon which the Partnership shall dissolve is no later than December 31, 2079.
6. This Certificate shall be effective upon the filing of this Certificate with the Florida Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

Under penalties of perjury, we declare that we have read the foregoing Certificate of Limited Partnership of THE BAYNHAM GROUP, LTD. and know the contents thereof and that the facts stated herein are true and correct.

SIGNED this ____ day of December, 2004.

THE BAYNHAM GROUP, INC., Florida
corporation, General Partner

By 
G. Clay Baynham, President

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
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Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTION OF
THE BAYNHAM GROUP, LTD.,
a Florida Limited Partnership**

STATE OF FLORIDA

COUNTY OF PALM BEACH

I, G. CLAY BAYNHAM, as President of THE BAYNHAM GROUP, INC., a Florida corporation, which corporation is the General Partner of THE BAYNHAM GROUP, LTD., a Florida limited partnership, hereby certify as follows:

1. The amount of capital contributions of the Partnership made to date by its Limited Partners is \$-0-. The total anticipated capital contributions to be contributed by the Limited Partners at this time totals \$1,000,000.

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.

SIGNED this ____ day of December, 2004.

THE BAYNHAM GROUP, INC., a Florida
corporation, General Partner

By: 
G. Clay Baynham, President

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TALLAHASSEE, FLORIDA

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West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
THE BAYNHAM GROUP, LTD.,
a Florida Limited Partnership**

Having been named as Registered Agent for THE BAYNHAM GROUP, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the Registered Agent.



G. CLAY BAYNHAM, Registered Agent

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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