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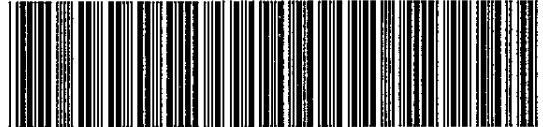
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CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 130155 11758A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 140.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 7, 2005

ORDER TIME : 11:16 AM

ORDER NO. : 130155-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Allsworth Cross
Laystrom Perloff Voigt Wachs M
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: HEALTH, ENERGY & MEDICINE
LIMITED PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HEALTH, ENERGY & MEDICINE LIMITED PARTNERSHIP

THE UNDERSIGNED, constituting the General Partner of HEALTH, ENERGY & MEDICINE LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership: HEALTH, ENERGY & MEDICINE
LIMITED PARTNERSHIP

2. The address of the office of the Partnership is.

4300 N.W. 81st Terrace
Coral Springs, Florida 33065

3. Name and addresses of the agent for the service
of process on the Partnership is.

JEFFREY S. WACHS, ESQ.
1177 S.E. Third Avenue
Ft. Lauderdale, FL 33316

4. Name and business address of the General Partner is.

MARLENE H. SMITH
4300 N.W. 81st Terrace
Coral Springs, Florida 33065

5. Mailing address of the Partnership is.

HEALTH, ENERGY & MEDICINE
LIMITED PARTNERSHIP
c/o MARLENE H. SMITH,
General Partner
4300 N.W. 81st Terrace
Coral Springs, Florida 33065

6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157
of the Florida Statute, however, no later than
December 31, 2055.

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

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Limited Partnership of HEALTH, ENERGY & MEDICINE
LIMITED PARTNERSHIP, this 4th day January, 2005.

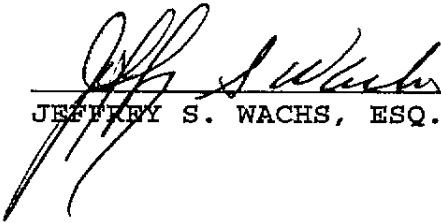
GENERAL PARTNER(S) :

Marlene H. Smith
By: MARLENE H. SMITH

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for HEALTH, ENERGY & MEDICINE LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:



JEFFREY S. WACHS, ESQ.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared MARLENE H. SMITH, the General Partner of HEALTH, ENERGY & MEDICINE LIMITED PARTNERSHIP, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows:

NONE

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

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 this 4th day of January, 2005.


MARLENE H. SMITH

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by **MARLENE H. SMITH**, who appeared personally before me and took an
oath, who is personally known to me or who produced _____
_____ as identification, on this
4th day of January, 2005.

Lisa D Belenson
Notary Public, State of Florida
Print Name: LISA D. Belenson
My Commission Number: DD133915
My Commission Expires: 8/10/06



Lisa D. Belenson
Commission # DD133915
Expires Aug. 10, 2006
Bonded Thru
Atlantic Bonding Co., Inc.