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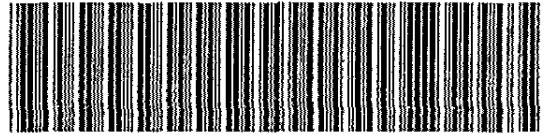
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TALLAHASSEE, FLORIDA

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ARNOLD, MATHENY & EAGAN, P.A.
ATTORNEYS AND COUNSELORS AT LAW
605 E. ROBINSON STREET, SUITE 730
ORLANDO, FLORIDA 32801
E-Mail: amclaw@ameorl.com

POST OFFICE BOX 2967
ORLANDO, FLORIDA 32802-2967

TELEPHONE (407) 841-1550
FACSIMILE (407) 420-1829

January 11, 2005

Florida Department of State
Attn: Lee Rivers
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Clermont Ambulatory Surgical Center LLLP

Dear Mr. Rivers:

Enclosed under cover of this letter please find the following documents to be filed on behalf of Clermont Ambulatory Surgical Center LLLP.

1. Statement of Qualification for Florida Limited Liability Limited Partnership
2. Certificate of Limited Partnership
3. Affidavit of Capital Contributions for Florida Limited Partnership

Also enclosed please find our check number 21514 in the amount of \$140.00 to cover all filing costs.

If you have any questions, please do not hesitate to contact the undersigned at 407-841-1550.

Thank you for your assistance.

Sincerely,


Dale Barnett
Executive Assistant

Enclosures

CF = 87⁹⁰

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 12, 2005

DALE BARNETT
ARNOLD, MATHENY & EAGAN, P.A.
605 E. ROBINSON STREET, SUITE 730
ORLANDO, FL 32801

SUBJECT: CLERMONT AMBULATORY SURGICAL CENTER LLLP
Ref. Number: W05000001841

We have received your document for CLERMONT AMBULATORY SURGICAL CENTER LLLP and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

Because the filing fee for the Statement of Qualification is \$25 rather than \$52.50, the total amount due for both of these filings is \$112.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 805A00002387

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CLERMONT AMBULATORY SURGICAL CENTER LLLP**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is Clermont Ambulatory Surgical Center LLLP.

2. The address of the office of the Partnership is: 1950 Lee Road, Suite 209, Winter Park, Florida 32789.

3. The name and address of the agent for service of process on and registered agent of the Partnership are as follows: AM&E Services LLC, 605 East Robinson Street, Suite 730, Orlando, Florida 32801.

4. The name and business addresses of the general partner is as follows: Clermont ASC Management LLC, 1950 Lee Road, Suite 209, Winter Park, Florida 32789.

5. The mailing address of the Partnership is: 1950 Lee Road, Suite 209, Winter Park, Florida 32789.

6. The latest date upon which the Partnership shall dissolve is: December 31, 2035.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by General Partner by the President or Vice President.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the general partners of Clermont Ambulatory Surgical Center LLLP on this 10th day of January 2005.

General Partner:

Clermont ASC Management LLC

By: Sandeep Bajaj, M.D., President

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Clermont Ambulatory Surgical Center LLLP, a Florida limited liability 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 registered agent.

AM&E Services LLC

By: 

Arthur R. Louv, President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Clermont Ambulatory Surgical Center LLLP, a Florida Limited Liability Limited Partnership certify:

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

Signed this 10th day of January, 2005.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner

Clermont ASC Management LLC

By: _____

Sandeep Bajaj, M.D., President

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