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LAW OFFICES

RAPPEL & RAPPEL

A PROFESSIONAL ASSOCIATION

BRIDGEWATER
SUITE A 210
1515 INDIAN RIVER BOULEVARD
VERO BEACH, FLORIDA 32960-7103
TELEPHONE 772.778.8885
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ROBERT RAPPEL, D.O., J.D.*†
CRAIG M. RAPPEL*†
MICHAEL B. RAPPEL*
* MEMBER FLORIDA AND DC BAR
† BOARD CERTIFIED CRIMINAL TRIAL ATTORNEY
‡ OF COUNSEL
†† BOARD CERTIFIED HEALTH LAW ATTORNEY

April 20, 2005

VIA FEDERAL EXPRESS

Registration Section
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Registration of Anderson-Williams Family Limited Partnership

Gentlemen:

We are pleased to enclose an original and one (1) copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership for registration of the above named Florida limited partnership. In addition, please find enclosed a Limited Partnership Filing Fee of ONE THOUSAND SEVEN HUNDRED FIFTY AND 00/100THS DOLLARS (\$1,750.00), and a Rappel & Rappel, P.A. Operating Account Check (CHECK NUMBER: 2876) in the amount of NINETY SIX AND 25/100THS DOLLARS (\$96.25), which represents the following fees:

Registered Agent Fee	\$ 35.00
Certificate Under Seal	\$ 52.50
Certified Copy	<u>\$ 8.75</u>
Total:	\$ 96.25

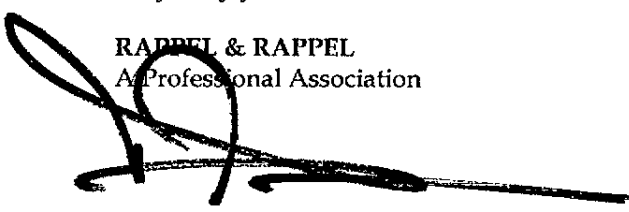
Please file the original of the Certificate of Limited Partnership and Affidavit of Capital Contributions and return a certified copy to the following:

Robert Rappel, DO, Esq.
Rappel & Rappel, P.A.
Bridgewater
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7103
Telephone Number: 772.778.8885
Telecopy: 772.778.8883

Registration Section
Department of State
Division of Corporations
April 20, 2005
Page Two

Your prompt attention to this matter would be greatly appreciated. Should you have any questions in regard to the above, please contact me directly at the above number at your convenience.

Very truly yours,


RAPPEL & RAPPEL
A Professional Association

ROBERT RAPPEL, D.O., ESQ.
For the Firm

DRR/
Enclosures

cc: Janet E. Anderson, M.D., Member Manager,
A & W Family Holdings, L.L.C., General Partner (w/encl.)

Filing Ltd. Secretary of State 04.20.2005



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 26, 2005

ROBERT RAPPEL, DO, ESQ.
RAPPEL & RAPPEL, P.A.
1515 INDIAN RIVER BOULEVARD, SUITE A 210
VERO BEACH, FL 32960-7103

SUBJECT: ANDERSON-WILLIAMS FAMILY LIMITED PARTNERSHIP
Ref. Number: W05000021134

We have received your document for ANDERSON-WILLIAMS FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

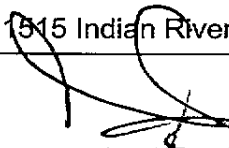
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 305A00028759

CERTIFICATE OF LIMITED PARTNERSHIP

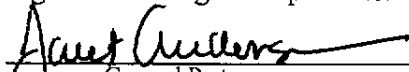
1. ANDERSON-WILLIAMS FAMILY LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 105 Cache Cay Drive, Vero Beach, Florida 32963-1213
(Business address of Limited Partnership)
3. DEC Consultants, Inc.
(Name of Registered Agent for Service of Process)
4. 1515 Indian River Boulevard, Suite A210, Vero Beach, Florida 32960-7103
(Florida street address for Registered Agent)
5.  Robert Daniel, President
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 105 Cache Cay Drive, Vero Beach, Florida 32963-1213
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 2040
8. Name(s) of general partner(s):
A&W Family Holdings, L.L.C.
U05-30781
- Street address:
105 Cache Cay Drive,
Vero Beach, Florida 32960-1213

Under 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.

Signed this 19th day of April, 2005

Signature of all general partners:


General Partner
Managing Member
A&W Family Holdings, L.L.C.
General Partner

General Partner

General Partner

General Partner

General Partner

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

The undersigned constituting all of the general partners of Anderson-Williams Family
Limited Partnership,

a Florida Limited Partnership, certify:

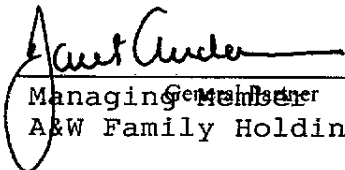
The amount of capital contributions to date of the limited partners is \$ -0-.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 7 Million Dollars.

Signed this 19th day of April, 2005.

FURTHER AFFIANT 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.*



Managing Member
A&W Family Holdings, LLC

General Partner

General Partner

General Partner

General Partner

General Partner