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FLORIDA/FOREIGN LP/LLLP  
MEMD HOLDINGS, LLLP

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JAN 25 2012

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EXAMINER

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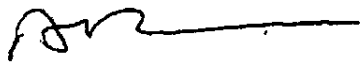
**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP  
OF  
MEMD HOLDINGS, LLLP**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the general partner of **MEMD HOLDINGS, LLLP** (the "Partnership"), hereby submit the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **MEMD HOLDINGS, LLLP**.
2. The address of the office where records shall be kept shall be 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida, 32801.
3. The name and address of the general partner is:  
  
Anthony W. Palma, Nominee Trustee  
MEMD FAMILY TRUST dated December 21, 2011  
390 North Orange Avenue, Suite 1400  
Orlando, Florida 32801
4. The mailing address and principal address of the limited partnership is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
5. The limited partnership elects to be a limited liability limited partnership.

This Agreement has been executed by the undersigned this 24 day of January, 2012.

**GENERAL PARTNER:**

  
ANTHONY W. PALMA, Nominee, Trustee of the  
MEMD Family Trust dated December 21, 2011

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as Registered Agent for MEMD HOLDINGS, LLLP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with the undersigned's statutory obligations as such.

*B&C Corporate Services of Central Florida, Inc.*

By: 

Anthony W. Palma, Vice President

Dated this 24 day of January, 2012.

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