

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-342-0086

**CSC networks**

*A9500000003*

MAIL TO:  
P.O. BOX 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 515346 128649A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : December 30, 1994

ORDER TIME : 10:35 AM

ORDER NO. : 515346

CUSTOMER NO: 128649A

CUSTOMER: Keith Blum, Esq  
GEIGER KASDIN HELLER &  
KUPERSTEIN, P.A.  
Sixth Floor  
1428 Brickell Avenue  
Miami, FL 33131

*overpayment 2.50*  
CHECK 2.50  
FILING 17.50  
R. AGENT FEE 35.00  
C. G. FEE 8.20  
TOTAL 172.25  
N. F. FEE \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_

SECRET  
ENTERED  
94 DEC 30 PM 12:00  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE  
\*\*\*1995 95 \*\*\*1995 95

DOMESTIC FILING

NAME: TIVOLI ASSOCIATES, LTD.

*EFFECTIVE  
1/1/95*

*12/30/94*  
 ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

*12/30/94*  
*DGC*

*TL*  
*5475120000*

*0094000027642*



STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 21 day of December, 1994, by CHARLES E. VIRGIN, M.D., General Partner on behalf of TIVOLI ASSOCIATES, LTD., a Florida limited partnership. He is personally known to me and did take an oath.

WITNESS my hand and official seal this 21 day of December, 1994.

*Phyllis A. Brehm*  
Print Name: Phyllis A Brehm  
NOTARY PUBLIC, State of Florida

My Commission expires:



"OFFICIAL SEAL"  
Phyllis A. Brehm  
My Commission Expires 4/15/97  
Commission #CC 276809

AGREED TO AND ACCEPTED BY REGISTERED AGENT

*[Signature]*  
STANLEY H. KUPERSTEIN, ESQ.

Dated: 11-21-94



A9500000003

SENT BY: 3 22 05 : 10:00 GEIGER KASDIN HELLER & DIV OF CORPORATIONS: # 1 / 3

74650-01

3/22/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 12:41 AM

(((H95000003298))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
DEPARTMENT OF STATE 1428 BRICKELL AVE
STATE OF FLORIDA 6TH FLOOR
409 EAST GAINES STREET MIAMI FL 33131-3308
TALLAHASSEE, FL 32399 CONTACT: BEVERLY O. RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

(((H95000003298))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: TIVOLI ASSOCIATES, LTD.
FAX AUDIT NUMBER: H95000003298 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/22/1995 TIME REQUESTED: 12:41:15
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 076030000723

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000003298)))
\*\* ENTER 'M' FOR MENU. \*\*
ENTER SELECTION AND <CR>:
Alt-Z FOR HELP VT102 \* FDX \* 9600 E71 \* LOG CLOSED \* PRINT OFF \*

3/22/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 12:41 AM

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DEPARTMENT OF STATE 1428 BRICKELL AVE
STATE OF FLORIDA 6TH FLOOR
409 EAST GAINES STREET MIAMI FL 33131-3308-00

31227500

FILED
MAR 22 PM 2:40
TALLAHASSEE, FL

SENT BY:

3 22 05 19:01 GEIGER KASDIN HELLER DIV OF CORPORATIONS # 2 / 3

FA#: H95- 3298

AMENDMENT TO  
 CERTIFICATE OF LIMITED PARTNERSHIP  
 OF  
 TIVOLI ASSOCIATES, LTD.,  
 a Florida limited partnership


The undersigned general partner heroby amonds the Certificate of Limited Partnership of TIVOLI ASSOCIATES, LTD., a Florida limited partnership, (the "Limited Partnership") filed on January 1, 1995, in the office of the Florida Secretary of State for the following reasons and in the following manner:

As of the date of filing of this Certificate the members of the Limited Partnership, in accordance with the laws of the State of Florida and the provisions of the LIMITED PARTNERSHIP AGREEMENT OF TIVOLI ASSOCIATES, LTD. consented to the admission of CONCEPCION FERRER as substitute sole general partner of the Limited Partnership and the withdrawal of CHARLES E. VIRGIN, M.D., as general partner. The address of CONCEPCION FERRER is c/o Miguel Martin, Esq., 848 Brickell Avenue, Suite 900, Miami, Florida 33131.

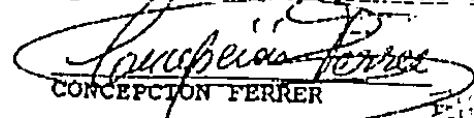
IN WITNESS WHEREOF, the parties hereto have duly executed this Certificate on January 17, 1995.

TIVOLI ASSOCIATES, LTD., a Florida limited partnership

By: Its withdrawing General Partner:

  
 CHARLES E. VIRGIN, M.D.

By: Its Admitted General Partner:

  
 CONCEPCION FERRER

Keith J. Eium, Esq.  
 Geiger, Kasdin, Heller & Kuperstein  
 1428 Brickell Avenue  
 6th Floor  
 Miami, Florida 33131  
 Tel 305-372-5000  
 FAX 305-372-0052  
 Bar # 0879185

FA#: H95- 3298

J:\WORK\KJB\VIRGIN\AMDCERT.LP

FILED  
 1995 MAR 22 PM 2:40  
 TALLAHASSEE, FLORIDA

SENT BY

FORM 1095-3298

3 22 85 10 05 GEIGER KASDIN HELLER DIV OF CORPORATIONS 2 3

OPTIONAL FORM 109  
PERMANENT FORM  
MARCH 1978  
OFFICE OF STATE  
5017A 101

### Certificate of Acknowledgment of Execution of an Instrument

FILED  
1995 MAR 22 PM 2:40  
TALLAHASSEE, FLORIDA

KINGDOM OF SPAIN  
(Country)  
PROVINCE AND CITY OF MADRID  
(County and/or other political division)  
EMBASSY OF THE UNITED STATES  
(County and/or other political division)  
OF AMERICA  
(Name of foreign service office)

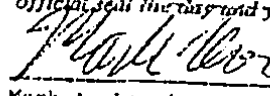
SS:

I, Mark A. Leoni, Vice Consul  
of the United States of America at Madrid, Spain  
duly commissioned and qualified, do hereby certify that on this 13th  
day of February 1995 before me personally appeared Concepcion Renteria  
Sanchez (DATE)

to me personally known, and known to me to be the individual—described in, whose name is subscribed to, and who executed the annexed instrument, and being informed by me of the contents of said instrument she duly acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein mentioned.

[SEAL]

In witness whereof I have hereunto set my hand and official seal this 13th day of February 1995 above written.

  
Mark A. Leoni  
Vice Consul of the United States of America.

FORM 1095-3298  
NOTE: Wherever practicable all signatures to a document should be included in one certificate.

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 FEB 21 AM 11:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership: **TIVOLI ASSOCIATES, LTD.**  
1a. DOCUMENT # **A95000000003**

2. New Mailing Address, if Applicable

Suite, Apt. #, etc. **SUITE 100**  
City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc. **SUITE 100**  
City, State & Zip

Mailing Address: **3250 S.W. 3RD AVENUE MIAMI FL 33129**  
Principal Office Address: **3250 S.W. 3RD AVENUE MIAMI FL 33129**

3. Date Formed or Registered to Do Business in FLORIDA: **01/01/1995**  
3a. Date of Last Report  
4. State or Country of Formation: **FL**

5a. Capital Contributions as Shown on Record: **\$475,200.00**  
5b. Amount of Capital Contributions in FLORIDA to date  
6. FEI Number: **65-0544149**

7. CERTIFICATE OF STATUS REQUIRED  
Applied For: **OR**  
Not Applicable: **2-22**  
\$0.75 Additional Fee required for a Certificate of Status

8. FEES: 1.) Filing Fee: Computer at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.75.  
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.75 + \$138.75)  
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent  
**KUPERSTEIN, STANLEY H**  
**1428 BRICKELL AVENUE, 6TH FLOOR**  
**MIAMI FL 33131**

10. If changed, new Registered Agent/Office  
Name: \_\_\_\_\_  
Street Address (P.O. Box Number is Not Acceptable): **800001722448**  
City, State & Zip: **MIAMI FL 33131**  
City: \_\_\_\_\_  
Zip Code: **FL**

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) \_\_\_\_\_ DATE \_\_\_\_\_

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
FERRER, CONCEPCION	C/O 848 BRICKELL AVE.	MIAMI FL 33131	

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE: *Concepcion Ferrer* DATE: **12/29/95**  
Typed or Printed Name of General Partner Signing Form: **CONCEPCION FERRER** Telephone Number: **305-2285-9026**

CR2E03 (6/95)