

CORPORATION INFORMATION
SERVICES, INC.
1200 HAY STREET
TALLAHASSEE, FL 32301
904 222-9171
904 222-0191 FAX

CSO networks

Mail To
P.O. Box 5028
Tallahassee, FL 32311

ACCOUNT NO. : 0721000000032

REFERENCE : 522167 22088

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : January 9, 1995

ORDER TIME : 9:35 AM

ORDER NO. : 522167

CUSTOMER NO: 22088

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT WILL & EMERY

22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131-4335

DOMESTIC FILING

NAME: MARTIN MEMORIAL SURGERY
CENTER, LTD.

U.S. TAX
FILING
R. AGENT FEE
C. COPY
TOTAL
BANK
BALANCE DUE
REFUND

1787.00
35.00
52.00
1874.00

RECEIVED
95 JAN -9 AM 10:29
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
XXXXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

000-142-0006

A9500000044

RECEIVED
95 JAN -9 AM 11:25
DIVISION OF CORPORATION

RECEIVED
95 JAN -9 AM 11:25
DIVISION OF CORPORATION

1/9/95
Bk

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARTIN MEMORIAL SURGERY CENTER, LTD.,
a Florida limited partnership

The undersigned general partner desiring to form limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is Martin Memorial Surgery Center, Ltd. (the "Partnership").

2. The address of the office of the Partnership is 509 Riverside Drive, Stuart, Florida 34994.

3. The name and address of the agent for service of process on the Partnership is Corporation Information Services, Inc., 1201 Nays Street, Tallahassee, Florida 32301.

4. The name and business address of the sole general partner is Coastal Care Corporation, 509 Riverside Drive, Stuart, Florida 34994.

5. The mailing address of the Partnership is 509 Riverside Drive, Stuart, Florida 34994.

6. The latest date upon which the Partnership will dissolve is January 1, 2045.

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 the general partner.

The execution of this certificate by the undersigned general partner 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 the sole general partner of Martin Memorial Surgery Center, Ltd., this 3rd day of January, 1995.

General Partner

COASTAL CARE CORPORATION,
a Florida not-for-profit
corporation

By: RMH

Richmond M. Harman,
President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MARTIN)

Before me, the undersigned authority, personally appeared
RICHMOND M. HARMAN ("Affiant"), who after being duly sworn, deposes
and says as follows:

1. Affiant is the President of Coastal Care Corporation, a Florida not-for-profit corporation, constituting the sole general partner of Martin Memorial Surgery Center, Ltd., a limited partnership (the "Partnership").

2. Affiant hereby certifies that the total initial amount of capital contributions and anticipated capital contributions by all of the limited partners of the Partnership is Two Million Two Hundred Eighty Thousand Dollars (\$2,280,000.00).

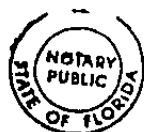
3. Affiant states that the above statements are true to Affiant's knowledge, information, and belief.

FURTHER, AFFIANT SAYETH NOT.

R M Harman
RICHMOND M. HARMAN

The foregoing was acknowledged before me this 3rd day of January, 1995, by RICHMOND M. HARMAN, President of Coastal Care Corporation, a Florida not-for-profit corporation, on behalf of the corporation as sole general partner of Martin Memorial Surgery Center, Ltd. He is personally known to me or has produced _____ as identification.

Dolores Fennell
Notary Public, State of Florida
at Large
Print Name: DOLORES FENNEL
Rank or Title: _____
Serial No.: _____
My Commission Expires: _____



DOLORES FENNEL
My Comm Exp. 1/09/98
Bonded By Service Ins
No. CC334186
Personally Known 1/09/98

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
OF
MARTIN MEMORIAL SURGERY CENTER, LTD.

Having been named as registered agent for Martin Memorial Surgery Center, Ltd., a Florida 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.

Dated this 9th day of January, 1995.

REGISTERED AGENT:

CORPORATION INFORMATION
SERVICES, INC.

By: Laura R. Dunlap
Print Name: Laura R. Dunlap
Its: Agent

**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 Northing
Secretary of State
DIVISION OF CORPORATIONS**

FILED

96 FEB 27 PM 3:26

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

1. Name of Limited Partnership

**1a. DOCUMENT #
A95000000044**

MARTIN MEMORIAL SURGERY CENTER, LTD.

DO NOT WRITE IN THIS SPACE

2. How Mailing Address, If Applicable

State Apt # etc

City State & Zip

2a. How Principal Office Address, If Applicable

State Apt # etc

City State & Zip

Mailing Address

**509 RIVERSIDE DRIVE
STUART FL 34994**

Principal Office Address

**509 RIVERSIDE DRIVE
STUART FL 34994**

If above addresses are incorrect in any way, file through the correct information and enter correct address in Block 2 and/or 2a.

**3. How formed or Registered in this process in
FLORIDA**
01/09/1995

3a. Date of Last Report

4. State or Country of Formation

FL

**5a. Capital Contributions as Shown
in Record**
\$2,280,000.00

**5b. Amount of Capital Contributions in
FLORIDA to date**
0.00

6. FLL Number
65-0556038

Applied for
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
**\$8.75 Additional Fee required
for a Certificate of Status**

8. FEES: 1) Filing Fee: Computed 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 \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$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

**CORPORATION INFORMATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

State Apt # etc

City

**766843-1727757
-02/29/96--01027--011
***191.25 FL ***0191.25**

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) and 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
COASTAL CARE CORPORATION	509 RIVERSIDE DRIVE	STUART FL 34994	766843
		AR. \$52.50 SF. \$138.75 2/28/96a	

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

12. I hereby certify that the information supplied with this filing is accurately furnished and does not qualify for the exemption stated in Section 607.193(4), Florida Statutes, I release the Division of Corporations from any liability of non-compliance with Sections 607.193(4) in the event that the information supplied is deemed exempt from public access. I further certify that the information and data on this report are 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

RM Harman

DATE

12/31/95

Typed or Printed Name of General Partner Signing Form

Richmond M. Harman

Telephone Number

(407) 781-2744

CR2E003 (6/95)

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0071

800-342-8086



A95000000044

ACCOUNT NO. : 072100000032

REFERENCE : 960743 4369500

AUTHORIZATION

COST LIMIT : \$ 52.50

Patricia Pizutto

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 21 PM 2:55

ORDER DATE : May 21, 1996

ORDER TIME : 9:19 AM

ORDER NO. : 960743

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
Mcdermott, Will & Emery
201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

000001882680

DOMESTIC AMENDMENT FILING

NAME: MARTIN MEMORIAL SURGERY
CENTER, LTD.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

5/21/96

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

BN

SUPPLEMENTAL

~~AMENDMENT TO~~ AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
MARTIN MEMORIAL SURGERY CENTER, LTD.,
a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 2:55

STATE OF FLORIDA)
)
COUNTY OF MARTIN) SS:

Before me, the undersigned authority, personally appeared
RICHMOND M. HARMAN ("Affiant"), who after being duly sworn, deposes
and says as follows:

1. Affiant is the Chief Executive Officer of Coastal
Care Corporation, a Florida not-for-profit corporation,
constituting the sole general partner of Martin Memorial Surgery
Center, Ltd., a Florida limited partnership (the "Partnership").

2. Affiant hereby certifies that the total initial
amount of capital contributions and anticipated capital
contributions by all of the limited partners of the Partnership is
Nine Hundred Thousand and No/100 Dollars (\$900,000.00).

3. This Amendment to Affidavit of Capital Contributions
amends that certain Affidavit of Capital Contributions attached to
the Certificate of Limited Partnership of the Partnership filed in
the office of the Florida Department of State on January 9, 1995.

4. Affiant states that the above statements are true to
Affiant's knowledge, information, and belief.

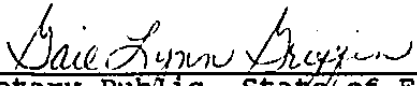
FURTHER, AFFIANT SAYETH NOT.


RICHMOND M. HARMAN

The foregoing was acknowledged before me this 6 day of
May, 1996, by RICHMOND M. HARMAN, Chief Executive Officer of
Coastal Care Corporation, a Florida not-for-profit corporation, on
behalf of the corporation as sole general partner of Martin
Memorial Surgery Center, Ltd. He is personally known to me or has
produced N/A as identification.



Notary Public, State of Florida
GAIL LYNN GRIFFIN
My Comm. Exp. July 12, 1996
Comm. No. CC 214196


Notary Public, State of Florida
at Large
Print Name: GAIL LYNN GRIFFIN
Commission No.: 214196
My Commission Expires: July 12, 1996

A95000000044

A. J. Erdly, Inc.
Professional Corporation
2000 N. Bay St.
Miami, FL 33131-4336
305-358-3500
Riverview 305-347-6500

New York
Los Angeles
Miami
Newport Beach
New York
Tallinn (Estonia)
Vilnius (Lithuania)
Washington, D.C.
Associated (Independent) Offices
London
Paris

MCDERMOTT, WILL & EMERY

December 9, 1996

Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: Martin Memorial Surgery Center, Ltd.

500002027215--4
-12/12/96--01055--007
*****35.00 *****35.00

Gentlemen:

Enclosed please find the statement of change of registered office or registered agent which we are requesting that you please file. Also enclosed is this firm's check in the amount of \$35.00 to cover the filing fee.

Please acknowledge receipt of the enclosures and forward the confirmation directly to the undersigned.

Very truly yours,

Judith Diamond
Legal Assistant

SH 12/18
RA Ch

FILED
96 DEC 12 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: MARTIN MEMORIAL SURGERY CENTER, LTD.

1b. Date of Incorporation January 9, 1995 Document number A95000000044

2. The name and address of the current registered agent and office:

Corporation Information Services, Inc., 1201 Naya Street, Tallahassee,
Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

RICHMOND M. HARMAN, 300 Hospital Avenue, Stuart, Florida 34996


The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.


SIGNATURE
12/3/96
DATE

M.E. ROGITAILLE VP/LOD
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Richmond M. Harman (Registered Agent)
DATE 12/2/96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00

FILED
66 DEC 12 PM 2:10
SECRETARY OF THE
STATE
TALLAHASSEE, FLORIDA