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LAW OFFICES OF
MAYER & SAUERBERG
THE FORUM - TOWER A
1675 PALM BEACH LAKES BOULEVARD
SUITE 700
WEST PALM BEACH, FLORIDA 33401

(407) 683-2484
Fax: (407) 684-3142

EARL E. MAYER, JR.*
ERIC M. SAUERBERG, P.A.
P. TODD KENNEDY, P.A.

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

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***87.50 ***87.50

May 2, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Neuroholdings, Ltd.

Dear Sir/Madam:

Enclosed please find two (2) originals of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced limited partnership. Please file one (1) set of originals and return the other set stamped with the date and time the documents have been accepted for filing.

I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our check in the amount of \$87.50 to cover the required filing fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & SAUERBERG

Eric M. Sauerberg

87.50
K.
BALANCE DUE
REFUND

| | |
|----------------------------|---------|
| Name | 5/19/95 |
| Availability | dc |
| Document Examiner | DC |
| Updater | cc |
| EMS: cr Enclosures | |
| laquis2\ltras\cert-sos.ltr | |
| M. P. Snyder DC | |

A95000000726

TC
\$100.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEUROHOLDINGS, LTD.

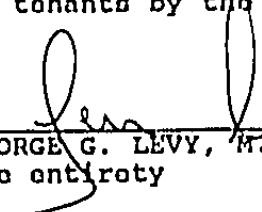
1. NEUROHOLDINGS, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 10168 W. Sample Road, Coral Springs, Florida 33065
(The Business Address of the Limited Partnership)
3. ABRAHAM CHAMELY
(Name of Registered Agent for Service of Process)
4. 4900 W. Oakland Park Blvd., #107, Lauderdale Lakes, FL 33313
(Address for Registered Agent)
5. *Abraham Chamely*
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 10168 W. Sample Road, Coral Springs, Florida 33065
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2044.

| 8. NAME OF GENERAL PARTNER(S) | SPECIFIC ADDRESS |
|--|--|
| GEORGE G. LEVY, M.D. and SUSAN LEVY, as tenants by the entirety | 7171 N. University Drive #200 Tamarac, FL 33321 |
| ABRAHAM CHAMELY, M.D. and CHERYL CHAMELY, as tenants by the entirety | 4900 W. Oakland Park Blvd. #107 Lauderdale Lakes, FL 33313 |
| MARTIN A. LESSER, M.D. and LINDA LESSER, as tenants by the entirety | 4900 W. Oakland Park Blvd. #107 Lauderdale Lakes, FL 33313 |

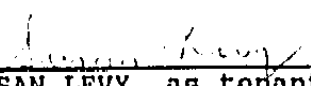
Signed this 15th day of April, 1995.

Signature of General Partners:

GEORGE G. LEVY, M.D. and SUSAN LEVY,
as tenants by the entirety




GEORGE G. LEVY, M.D., as tenant by
the entirety

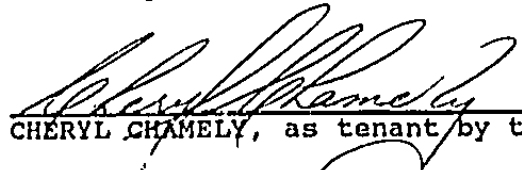


SUSAN LEVY, as tenant by the entirety

ABRAHAM CHAMELY, M.D. and CHERYL CHAMELY,
as tenants by the entirety




ABRAHAM CHAMELY, M.D., as
tenant by the entirety




CHERYL CHAMELY, as tenant by the entirety

MARTIN A. LESSER, M.D. and LINDA LESSER,
as tenants by the entirety



MARTIN A. LESSER, M.D., as tenant
by the entirety



LINDA LESSER, as tenant by the entirety

1995 APR -9 11 33 AM

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the general partner of NEUROHOLDINGS, LTD., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.


This 1st day of April, 1995.

FURTHER AFFIANT SAYETH NOT.

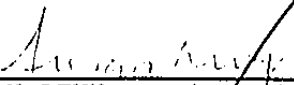
Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my (our) knowledge and belief.

GENERAL PARTNERS:

GEORGE G. LEVY, M.D. and SUSAN LEVY,
as tenants by the entirety

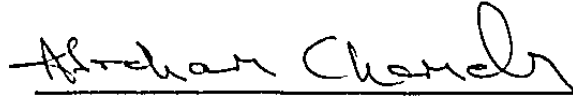


GEORGE G. LEVY, M.D., as tenant by
the entirety



SUSAN LEVY, as tenant by the entirety

ABRAHAM CHAMELY, M.D. and CHERYL CHAMELY,
as tenants by the entirety



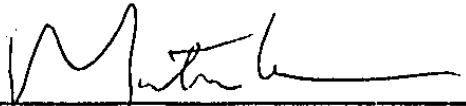
ABRAHAM CHAMELY, ~~LEVY~~ M.D., as
tenant by the entirety

RECORDED
INDEXED
10
6
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CHERYL CRAMELEY, as tenant by the entirety

MARTIN A. LESSER, M.D. and LINDA LESSER,
as tenants by the entirety



MARTIN A. LESSER, M.D., as tenant
by the entirety



LINDA LESSER, as tenant by the entirety

FILED
1995 JUL -5 PM 3:30

**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
Curtis A. Mottishaw
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN -2 PM 1:29

SECRET

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership: **NEUOLDINGS, LTD.**
1a. DOCUMENT # **A95000000726**

Mailing Address: **10168 W. SAMPLE ROAD CORAL SPRINGS FL 33065**
Principal Office Address: **10168 W. SAMPLE ROAD CORAL SPRINGS FL 33065**

2. New Mailing Address, if Applicable:
State, Apt. #, etc.
City, State & Zip: **33065 FL 33065**
2a. New Principal Office: **10168 W. SAMPLE ROAD CORAL SPRINGS FL 33065**
State, Apt. #, etc.

3. Date Form Registered to Do Business in: **FLORIDA 05/03/1995**
3a. Date of Last Report
4. State or Country of Formation: **FL**

5a. Capital Contributions as Shown on Record: **\$100.00**
5b. Amount of Capital Contributions in FLORIDA to date
6. 111 Plan or Applied For Not Applicable
7. CERTIFICATE OF STATUS REQUIRED: **\$0.75 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 \$431.50
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 \$570.25 (\$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: **CHAMELY, ABRAHAM 4900 W. OAKLAND PARK BLVD., #107 LAUDERDALE LAKES FL 33313**
10. If changed, new Registered Agent/Office:
Name: _____
Street Address (P.O. Box Number is Not Acceptable): _____
State, Apt. #, etc.: _____
City: **FL** Zip Code: _____

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 |
|-----------------------------------|---|-----------------------------|-----------------------------------|
| LEVY, GEORGE G M.D. | 7171 N UNIVERSITY DRI | TAMARAC FL 33321 | |
| LEVY, SUSAN | 7171 N UNIVERSITY DRI | TAMARAC FL 33321 | |
| CHAMELY, ABRAHAM M.D. | 4900 W. OAKLAND PARK | LAUDERDALE LAKES FL 3 | |
| CHAMELY, CHERYL | 4900 W. OAKLAND PARK | LAUDERDALE LAKES FL 3 | |
| LESSER, MARTIN A M.D. | 4900 W. OAKLAND PARK | LAUDERDALE LAKES FL 3 | |
| LESSER, LINDA | 4900 W. OAKLAND PARK | LAUDERDALE LAKES FL 3 | |

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 state 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 effects 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: *Abraham Chamely* DATE: **12-21-95**
Typed or Printed Name: **ABRAHAM CHAMELY** Telephone Number: **305 484 2270**

CR2E003 (6/95)