1201 Hays Street
Tallahassee, FL 32301
904-222-0171
904-222-0191 FAX

800-342-8086

A95000000933

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 PM 12:26

ACCOUNT NO. : 072100000032

REFERENCE : 623663 83930A

AUTHORIZATION :

COST LIMIT : $

T00001522007
08/29/95-01072--007
***5512.50 ***1837.50

ORDER DATE : June 21, 1995

ORDER TIME : 10:30 AM

ORDER NO. : 623663

CUSTOMER NO: 83930A

CUSTOMER: Ms. Linda Lacertosa
FRAZIER HOTTE & ASSOCIATES, PA

Suite 826
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

S. TAX	
FILING	1,750.00
S. AGENT FEE	55.00
S. COPY	52.50
TOTAL	$1,837.50
S. BANK	
BALANCE DUE	
REFUND	

DOMESTIC FILING

Rush
Will Wait

RUSH W/W

NAME: WELLEBY CENTER, LTD.

____ ARTICLES OF INCORPORATION
X____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: BK

6/21/95

CERTIFICATE OF LIMITED PARTNERSHIP OF

WELLEBY CENTER, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State, State of Florida, this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is WELLEBY CENTER, LTD.

2. The address of the office in the State of Florida at which will be kept the records of the Partnership required to be maintained by 620.106 of the Florida Revised Uniform Limited Partnership Act (1986) ("Act") is:

8890 West Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

3. The name and address of the agent for service of process required to be maintained by 620.105(2) of the Act is:

Echion U.S.A., Inc., a Florida corporation
8890 West Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

4. The name and business address of the sole General Partner of the Partnership is as follows:

GENERAL PARTNER	BUSINESS ADDRESS
Echion U.S.A., Inc.	8890 W. Oakland Park Boulevard Suite 201 Fort Lauderdale, Florida 33351

M89579

5. The mailing address for the Partnership is as follows:

8890 West Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

6. The latest date upon which the Partnership is to dissolve is January 1, 2030, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner of WELLEBY CENTER, LTD. has hereunto subscribed his hand and seal to this Certificate dated this 20 day of June, 1995.

FILED
SECRETARY OF STATE
CORPORATIONS
95 JUN 21 PM 12:16

GENERAL PARTNER:

Echion U.S.A., Inc., a Florida corp.

By: _____
DANIEL HOTTE, PRESIDENT

Subscribed and sworn to before me this 20 day of June, 1995 by Daniel Hotte, as President of Echion U.S.A., Inc., who is personally known to me.

_____
Notary Public-State of Florida

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
LINDA M LACERTOSA
COMMISSION NUMBER
CC201721
MY COMMISSION EXP.
JUNE 18,1996

tomp\daniel\welleby\cer.lp

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 PM 12:26

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP
WELLEBY CENTER, LTD.

The undersigned, Director of ECHION U.S.A., INC., a Florida corporation, having a place of business at 8890 West Oakland Park Boulevard, Suite 201, Fort Lauderdale, Florida 33351 and having been designated as the Registered Agent in the Certificate of Limited Partnership of Welleby Center, Ltd., am familiar with and accept the obligations of the position of Registered Agent of WELLEBY CENTER, LTD., under Chapter 620, Florida Statutes.

ECHION U.S.A., INC., a Florida corporation

By: _____
Daniel Hotte, President and Director

tasp\daniel\welleby\wellra.lp

AFFIDAVIT DECLARING AMOUNT OF

CAPITAL CONTRIBUTIONS OF LIMITED PARTNERSHIP OF

WELLEBY CENTER, LTD.

STATE OF FLORIDA)
: ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DANIEL HOTTE, as president of ECHION U.S.A., INC., a Florida corporation, sole General Partner of WELLEBY CENTER, LTD. ("Partnership"), a Florida limited partnership, who, being first duly sworn, states as follows:

> The Limited Partners' contributions to the Partnership total Six Hundred and Fifty Thousand ($650,000.00) Dollars at this time and no future contributions of limited partners are to be anticipated.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State, State of Florida, along with the Certificate of Limited Partnership.

GENERAL PARTNER:
ECHION U.S.A., INC., a Florida corporation

By: _____
DANIEL HOTTE, President

Subscribed and sworn to before me this 20 day of June, 1995 by Daniel Hotte, as President of Echion U.S.A., Inc., who is personally known to me.

_____
Notary Public-State of Florida

temp\daniel\welleby\capcont.lp

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
LINDA M LACERTOSA
COMMISSION NUMBER
CC201721
MY COMMISSION EXP.
JUNE 18,1996

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 Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN 19 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

WELLEBY CENTER, LTD.

1a. DOCUMENT #
A95000000933

Mailing Address
8890 WEST OAKLAND PARK BLVD., SUITE 201
FORT LAUDERDALE FL 33351

Principal Office Address
8890 WEST OAKLAND PARK BLVD., SUITE 201
FORT LAUDERDALE FL 33351

If above address(es) are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

2. New Mailing Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

2a. New Principal Office Address, If Applicable
Suite, Apt. #, etc. 300001636463
-01/24/96--01035--006
City, State & Zip ****576.25 ****576.25

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
06/21/1995		FL

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number	7. CERTIFICATE OF STATUS REQUIRED
$650,000.00		65-0589522	Applied For / Not Applicable — $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

1-22

9. Name and Address of Current Registered Agent

ECHION U.S.A., INC.
8890 WEST OAKLAND PARK BLVD., SUITE 201
FORT LAUDERDALE FL 33351

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, 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
ECHION U.S.A., INC.	8890 WEST OAKLAND PAR	FORT LAUDERDALE FL 33	M89579

CR2E003 (6/95)

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)(i), Florida Statutes. I release the Division of Corporations from any liability ... Section ... 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 [signature] DATE 12/1/95

Typed or Printed Name of General Partner Signing Form Daniel Holtz Telephone Number 305 749 8990

0002577