

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000001379



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 682042 4143A
AUTHORIZATION : *Patricia Poynt*
COST LIMIT : \$ 140.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP 14 AM 10:34

ORDER DATE : September 14, 1995
ORDER TIME : 9:48 AM
ORDER NO. : 682042
CUSTOMER NO: 4143A

100001584801

CUSTOMER: Jay R. Benkin, Esq
FROMBERG FROMBERG LEWIS AND
BRECKER, P.A.
Suite 505
20801 Biscayne Boulevard
N. Miami Beach, FL 33180

DOMESTIC FILING

NAME: EGW ENTERPRISES, LTD.

RECEIVED
95 SEP 14 10:10
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: *RL*

9/17/95
RL

CERTIFICATE OF LIMITED PARTNERSHIP

FILED STATE
SECRETARY OF CORPORATIONS
95 SEP 14 AM 10:34

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

- Name of Limited Partnership.* The name of the Limited Partnership is EGW Enterprises, Ltd..
- Office for Maintenance of Business Records.* The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is EGW Enterprises, Ltd., 2845 Aventura Boulevard, Suite 114, Aventura, Florida 33180.
- Agent for Service of Process.* The name and address of the Partnership's agent for service of process in Florida is Dade County Corporate Agents, Inc., 20801 Biscayne Boulevard, Suite 505, Aventura, Florida 33180.
- General Partners.* The name and business address of each General Partner in the Limited Partnership is as follows:

<i>Y1-000062765</i> ALPHA H. INC., a Florida corporation 2845 Aventura Boulevard, Suite 114 Aventura, FL 33180	<i>00675-8</i> BETA H. INC., a Florida corporation 201 N.W. 82nd Avenue, Suite 501 Plantation, FL 33324
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- Address of Partnership.* The mailing address of the Limited Partnership is 2845 Aventura Boulevard, Suite 114, Aventura, Florida 33180.
- Date of Dissolution.* The latest date on which the Limited Partnership is to dissolve is August 31, 2015.
- Effective Date.* This Certificate became effective on the date that the Limited Partnership was formed, August 31, 1995.

Dated: September 13, 1995
Aventura, Florida.

ALPHA H. INC., General Partner

By: Jay D. Elenby
JAY D. ELENBY, M.D., President

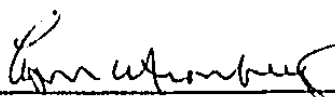
BETA H. INC., General Partner

By: Richard S. Greene
RICHARD S. GREENE, M.D., President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP 14 AM 10:34

The foregoing instrument was acknowledged before me this 17 day of September, 1995, by RICHARD S. GREENE, M.D. as President of BETA H. INC., a Florida corporation, who is personally known to me.



SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT

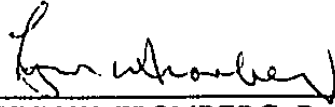
PRINT NAME OF ACKNOWLEDGER:
TITLE:
COMMISSION NUMBER:

OFFICIAL NOTARY SEAL
LYNN W FROMBERG
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC191919
MY COMMISSION EXP. APR. 22, 1996

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, DADE COUNTY CORPORATE AGENTS, hereby accepts and acknowledges the designation as Registered Agent of ALPHA H. INC., a Florida corporation, and BETA H. INC., a Florida corporation.

DADE COUNTY CORPORATE AGENTS

By: 

LYNN W. FROMBERG, President

A95000001379

FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.

A PROFESSIONAL ASSOCIATION
AVENTURA CORPORATE CENTER, SUITE 505
2001 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33100-1400

LYNN W. FROMBERG
BOARD CERTIFIED IN TAX LAW

TELEPHONE (305) 933-2000
TELEFAX (305) 936-0101

February 13, 1996

600001785476
-04/18/96--01049--007
***1750.00 ***1750.00

600001785476
-04/18/96--01049--008
*****52.50 *****52.50

Division of Corporations
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

Re: EGW Enterprises, Ltd.
Ref. No. A95000001379

Dear Sir:

Enclosed please find the following for filing with the Secretary of State:

1. Amended and Restated Certificate of Limited Partnership, together with a check in the amount of \$1,750.00, representing the filing fee; and
2. 1996 Limited Partnership Annual Report, together with a check in the amount of \$576.25, representing the filing fee.

Cordially,

LYNN W. FROMBERG

LWF/mae
Enclosures

TC
\$700,000.00

\$308,

FILED
FEB 17 1996
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1996

LYNN W. FROMBERG, ESQUIRE
FROMBERG, FROMBERG, LEWIS & BRECKER
20801 BISCAYNE BLVD., STE. 505
AVENTURA, FL 33180-1422

SUBJECT: EGW ENTERPRISES, LTD.
Ref. Number: A95000001379

We have received your document for EGW ENTERPRISES, LTD. and check(s) totaling \$2326.25. However, your check(s) and document are being returned for the following:

Please entitle your document "Amended and Restated Certificate of Limited Partnership and Supplemental Affidavit."

The document must state that it was duly executed and is being filed in accordance with section 620.109, Florida Statutes.

Section 620.108(2), Florida Statutes, does not provide for an effective date prior to the date of filing.

The fee to file the Amended and Restated Certificate of Limited Partnership is an additional \$52.50 plus the \$1,750.00 for the supplemental affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 496A00006684

LAW OFFICES
FROMBERG, FROMBERG, LEWIS & BRICKER, P.A.
A PROFESSIONAL ASSOCIATION
AVENTURA CORPORATE CENTER, SUITE 505
20801 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180-1494

JAY R. BESKIN
OF COUNSEL

TELEPHONE (305) 933-2000
TELEFAX (305) 936-0101

VIA FEDERAL EXPRESS

April 12, 1996

Partnership Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: EGW Enterprises, Ltd.

Dear Sirs:

Enclosed please find the following documents for filing with the Secretary of State's office:

1. Limited Annual Report for 1996 together with check in the amount of \$576.25, representing the filing fees;
2. Amended and Restated Certificate of Limited Partnership and Supplemental Affidavit, together with checks in the amount of \$1,750 and \$52.50, representing the filing fees.

Please call if there are any questions or if additional information is required.

Sincerely,


Jay R. Beskin

/mae
Enclosures

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
AND SUPPLEMENTAL AFFIDAVIT**

The undersigned who are General Partners in a Limited Partnership whose name is EGW ENTERPRISES, LTD., desiring to file an Amended and Restated Certificate of Limited Partnership pursuant to the laws of the State of Florida, certify as follows:

1. *Name of Limited Partnership.* The name of the Limited Partnership is EGW Enterprises, Ltd..
2. *Date of Original Filing.* The original Certificate of Limited Partnership for the Partnership was filed on September 14, 1995.
3. *Office for Maintenance of Business Records.* The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is EGW Enterprises, Ltd., 2845 Aventura Boulevard, Suite 114, Aventura, Florida 33180.
4. *Agent for Service of Process.* The name and address of the Partnership's agent for service of process in Florida is Dade County Corporate Agents, Inc., 20801 Biscayne Boulevard, Suite 505, Aventura, Florida 33180.
5. *General Partners.* The name and business address of each General Partner in the Limited Partnership is as follows:

ALPHA H. INC., a Florida corporation 2845 Aventura Boulevard, Suite 114 Aventura, FL 33180	BETA H. INC., a Florida corporation 201 N.W. 82nd Avenue, Suite 501 Plantation, FL 33324
GAMMA H. INC., a Florida corporation 201 N.W. 82nd Avenue, Suite 501 Plantation, FL 33324	DELTA H. INC., a Florida corporation 201 N.W. 82nd Avenue, Suite 501 Plantation, FL 33324
6. *Address of Partnership.* The mailing address of the Limited Partnership is 2845 Aventura Boulevard, Suite 114, Aventura, Florida 33180.
7. *Date of Dissolution.* The latest date on which the Limited Partnership is to dissolve is August 31, 2015.

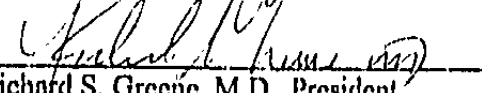
8. *Effective Date.* This Amended and Restated Certificate of Limited Partnership and Affidavit was duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

Dated: December 21, 1995
Aventura, Florida.

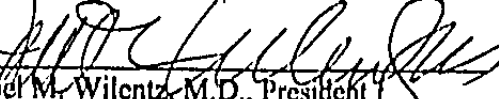
ALPHA H. INC., General Partner

By: 
Jay D. Ellenby, M.D., President

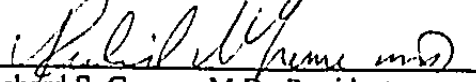
BETA H. INC., General Partner

By: 
Richard S. Greene, M.D., President

GAMMA H. INC., General Partner

By: 
Joel M. Wilentz, M.D., President

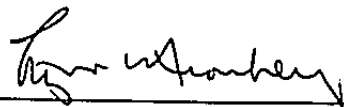
DELTA H. INC., General Partner

By: 
Richard S. Greene, M.D., President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, DADE COUNTY CORPORATE AGENTS, hereby accepts and acknowledges the designation as Registered Agent of GAMMA H. INC., a Florida corporation, and DELTA H. INC., a Florida corporation.

DADE COUNTY CORPORATE AGENTS

By: 
LYNN W. FROMBERG, President

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the General Partners of EGW Enterprises, Ltd. (the "Partnership"), declare that the capital contributions of all the Limited Partners in the Partnership since the last Affidavit of Capital Contributions filed on September 14, 1995 are as follows:

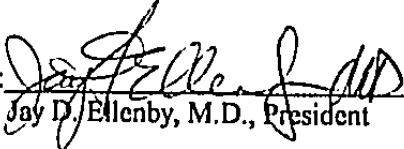
The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Jay D. Ellenby, M.D.	\$50,000.00
Dermatology Depot Investors, a Florida general partnership	\$200,000.00
David Wagener	\$25,000.00
Robert Segaul and Susan Segaul	\$25,000.00
Garry B. Gewirtzman, M.D. and Sheila Gewirtzman	\$50,000.00
Richard S. Greene, M.D.	\$50,000.00
Joseph A. Arena, M.D.	\$50,000.00
Laura I. Cohen	\$25,000.00
James A. Fleischman, M.D.	\$25,000.00
Earl M. Sharaf or Lanette M. Sharaf	\$25,000.00
Sheila M. Grenitz, Trustee	\$25,000.00
George G. Berman and Sara Ann Berman	\$25,000.00
Sylvan Goldin, D.O. and Ruth Goldin	\$25,000.00
Salomon Melgen and Flor Melgen	\$25,000.00
Harold Rabinovitz, M.D. and Sharon Rabinovitz	\$50,000.00
Dan Rivlin, M.D.	\$25,000.00

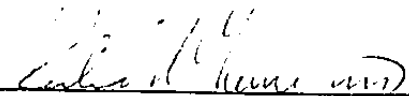
No additional limited partner contributions are presently anticipated.

Dated: December 21, 1995,
Aventura, Florida.

ALPHA H. INC., General Partner

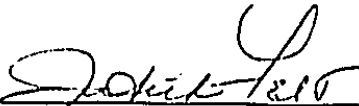
By: 
Jay D. Ellenby, M.D., President

BETA H. INC., General Partner

By: 
Richard S. Greene, M.D., President

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 21 day of December, 1995, by JOEL M. WILENTZ, M.D. as President of GAMMA H. INC., a Florida corporation, who is personally known to me.




SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT
PRINT NAME OF ACKNOWLEDGER:
TITLE:
COMMISSION NUMBER:

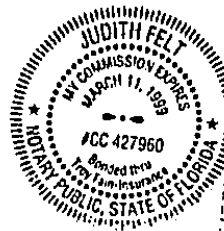


STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 21 day of December, 1995, by RICHARD S. GREENE, M.D. as President of DELTA H. INC., a Florida corporation, who is personally known to me.



SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT
PRINT NAME OF ACKNOWLEDGER:
TITLE:
COMMISSION NUMBER:



95
APR 17 1995
FBI

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

LIMITED PARTNERSHIP ANNUAL REPORT 1996

SECRETARY OF STATE DIVISION OF CORPORATIONS

A95000001379

FILED 96 APR 17 10 08 43

SECRETARY OF STATE TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Entity: **EGW ENTERPRISES, LTD.** 1a. DOCUMENT #: **A95000001379**

Mailing Address: **2845 Aventura Blvd. Suite 114 Aventura, FL 33180**
Principal Office Address: **2845 Aventura Blvd. Suite 114 Aventura, FL 33180**

2. New Mailing Address, if Applicable
State, Apt. #, etc: **FL 33180**
City, State & Zip: **33180**

2n. New Principal Office Address, if Applicable
State, Apt. #, etc:
City, State & Zip:

3. Date Form or Report to be Filed: **September 14, 1995** 3a. Date of Last Report: **N/A** 4. State or Country of Formation: **Florida**

5a. Capital Contributions as of End of Year: **\$10.00** 5b. Amount of Capital Contributions in Florida to date: **\$700,000.00** 6. FID Number: **729 716 785 713 106A**

7. CERTIFICATE OF STATUS REQUIRED Applied For Not Applicable

8. FEES: 1) Filing Fee: **1750** 2) Supplemental Fee: **576.25** **2,326.25**
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$22.50 + \$136.75) AND NO MORE THAN \$576.25 (\$437.50 + \$136.75)
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.

9. Name and Address of Current Registered Agent: **Dade County Corporate Agents, Inc. 20801 Biscayne Boulevard, Suite 505 Aventura, FL 33180**

10. If changed, new Registered Agent/Office
Name: **FL** Zip Code: **33180**

10a. Pursuant to the provisions of sections 620.105 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this document 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 MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

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. Registry Document Number
ALPHA H. INC.	2845 Aventura Blvd., #114	Aventura, FL 33180	P95000063765
BETA H. INC.	201 NW 82nd Ave., #501	Plantation, FL 33324	P95000067558
GAMMA H. INC.	201 NW 82nd Ave., #501	Plantation, FL 33324	P95000085514
DELTA H. INC.	201 NW 82nd Ave., #501	Plantation, FL 33324	P95000085507

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 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 By: **Jay D. Ellenby, M.D., President** DATE: **12/31/95**
Telephone Number: **305-933-6033**

CR2E003 (6/95)