

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 103, Tallahassee, FL 32304 (904) 224-1470
 Mailing Address: P.O. Box 103, Tallahassee, FL 32302
 TOLL FREE 1-800-342-1062
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NAME _____
 FIRM _____
 ADDRESS _____
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Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

B/K 2/26/96
 TAX *LU3* 8.75
 FILING 1750.00
 R. AGENT FEE 35.00
 C. COPY 52.50
 TOTAL 1846.25
 N. BANK _____
 BALANCE DUE _____
 PAYMENT _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>11:00</i>	_____	CK No. _____
BY	<i>me</i>	_____	_____

WALK-IN *2/26 11:00*
 Will Pick Up _____

of No 52345
The Edward and Lucille Kimmel Outpatient Surgical Center
 O.C. FEE. DISBURSED

Capital Express™ _____
 Art. of Inc. File _____
 Corp. Record Search _____
 ✓ Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____
 Art. of Amend. File _____
 ✓ Dissolution/Withdrawal _____
 C U S - *68* _____
 Fictitious Name File _____
 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____
 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s. _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED
PARTNERSHIP OF
THE EDWARD AND LUCILLE KIMMEL
OUTPATIENT SURGICAL CENTER LIMITED PARTNERSHIP

SECRET
DIVISION OF CORPORATIONS
96 FEB 26 AM 10:49
FILED STATE

The undersigned desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

The Edward and Lucille Kimmel Outpatient Surgical
Center Limited Partnership (the "Partnership").

2. Conversion. The Partnership was converted to a Florida limited partnership from a Florida general partnership.

3. Former Name. The former name of the Partnership was The Edward and Lucille Kimmel Outpatient Surgical Center Partnership.

4. Votes. The two general partners of the Partnership voted unanimously in favor of the conversion of the Partnership to a Florida limited partnership.

5. Address of the Partnership. The office address of the Partnership is located at:

c/o Good Samaritan Hospital
1309 N. Flagler Drive
West Palm Beach, Florida 33401
Attention: Valerie Larcombe, Esq.

6. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

Valerie Larcombe, Esq.
Good Samaritan Hospital
1309 N. Flagler Drive
West Palm Beach, Florida 33401

7. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

St. Mary's ASC, Inc.
c/o Good Samaritan Hospital
1309 N. Flagler Drive
West Palm Beach, Florida 33401
Attention: Valerie Larcombe, Esq.

N4-6613

8. Mailing Address of the Partnership. The mailing address of the Partnership is:

c/o Good Samaritan Hospital
1309 N. Flagler Drive
West Palm Beach, Florida 33401
Attention: Valerio Larcombe, Esq.

9. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

10. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is 2025.

The execution of this Certificate of Limited Partnership by the undersigned sole general partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 9th day of Feb, 1996.

ST. MARY'S ASC, INC., a Florida
corporation, Sole General Partner

By: Michael French
Michael French, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 6 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

Dated this 9th day of Feb, 1996.

Valerio Larcombe
Valerio Larcombe, Esq.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

RECEIVED
FILED
CLERK OF DISTRICT COURT
96 FEB 26 AM 10:49

BEFORE ME, the undersigned notary public, personally appeared Michael French, President of St. Mary's ASC, Inc., a Florida corporation, the sole general partner of The Edward and Lucille Kimmel Outpatient Surgical Center Limited Partnership, a Florida limited partnership (the "Partnership"), whose business address is 1309 N. Flagler Drive, West Palm Beach, Florida 33401, who, upon being duly sworn, certified on behalf of St. Mary's ASC, Inc. the following:

1. The amount of capital contributions to the Partnership made by the limited partners is \$0.
2. The amount anticipated to be contributed by the limited partners is \$1,200,000.00.

FURTHER AFFIANT SAYETH NOT:

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

Dated: FEB 9, 1996.

Sole General Partner:

ST. MARY'S ASC, INC., a Florida corporation

By: *Michael French*
Michael French, President

Sworn to and subscribed before me this 9th day of FEB, 1996 by Michael French, as President of St. Mary's ASC, Inc., a Florida corporation, on behalf of the corporation. Personally known or produced as identification.

NOTARY PUBLIC

Sign: *Maria Jones*
Print: MARIA JONES

State of Florida at Large

(NOTARIAL SEAL)

My commission expires

Serial Number, if any

