

A9600000760

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904)-222-0100
(904)-222-0100 FAX

800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 927036 01464A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 22 AM 9:38

ORDER DATE : April 22, 1996

ORDER TIME : 2:42 PM

ORDER NO. : 927036

CUSTOMER NO: 01464A

CUSTOMER: Robert M. Kramer, Esq
KRAMER GREEN ZUCKERMAN & KAHN
P.A.
Suite 485-s
4000 Hollywood Boulevard
Hollywood, FL 33021

v. TAX _____
FILING _____ 69.30
R. AGENT FEE _____ 25.00
C. COPY _____ 52.50
TOTAL _____ 156.80
N. BANK _____
BALANCE DUE _____
OFFIND _____

BK
4/22/96

DOMESTIC FILING

NAME: ZACHAREN LIMITED PARTNERSHIP

600001795406
-04/26/96--01005--003
***156.80 ***156.80

EFFECTIVE DATE:

XX 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: Michelle Bailey

EXAMINER'S INITIALS:

BK
4/22/96

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 22 PM 4:25

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

- 1. The name of the Limited Partnership is ZACHAREN LIMITED PARTNERSHIP.
- 2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is:

Robert M. Kramer
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Boulevard, Suite 485-S
Hollywood, Florida 33021

- 3. The name and business address of each General Partner is:

Stichel, Inc. (Name being changed to PHYSICIAN'S DIRECT, INC.)
c/o Scott D. Levine
7350 Sandlake Commons, Suite 2215
Orlando, Florida 32819

- 4. The mailing address for the Limited Partnership is:

KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Boulevard, Suite 485-S
Hollywood, Florida 33021

- 5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2038.

GENERAL PARTNER:

STICHEL, INC. (name being changed to
PHYSICIAN'S DIRECT, INC.), a Florida
corporation

BY: [Signature]
SCOTT D. LEVINE, President

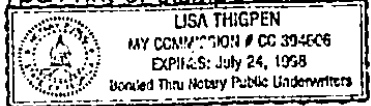
STATE OF FLORIDA

COUNTY OF Orange

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SCOTT D. LEVINE, as President of STICHEL, INC., General Partner of ZACHAREN LIMITED PARTNERSHIP, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of April, 1996.

[Signature]
Notary Public
LISA THIGPEN
Type/Print or Stamp Name of Notary



FILED STATE
SECRETARY OF CORPORATIONS
96 APR 22 AM 9:38

LIMITED PARTNERSHIP AFFIDAVIT

STATE OF FLORIDA }
COUNTY OF Pinellas }

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The undersigned is the sole General Partner of ZACHAREN LIMITED PARTNERSHIP.

2. The amount of the original capital contributions of the Limited Partners is \$9,900.00. The additional amount anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

STICHEL, INC. (name being changed to PHYSICIAN'S DIRECT, INC.), a Florida Corporation

BY: [Signature]
SCOTT D. LEVINE, President

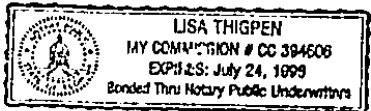
FILED STATE SECRETARY'S DIVISION APR 22 AM 9:38

STATE OF FLORIDA }
COUNTY OF Orange }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SCOTT D. LEVINE, President of STICHEL, INC., General Partner of ZACHAREN LIMITED PARTNERSHIP, to me known to be the person described in and who executed the foregoing Limited Partnership Affidavit, and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of April, 1996.

[Signature]
Notary Public
LISA THIGPEN
Type/Print or Stamp Name of Notary



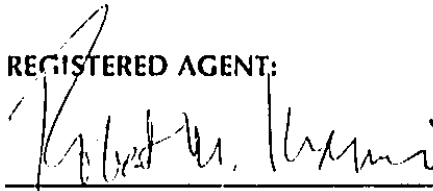
ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

ZACHARAN LIMITED PARTNERSHIP

The undersigned, having been named Registered Agent for the above Limited Partnership at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: April 19, 1996.

REGISTERED AGENT:



ROBERT M. KRAMER

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 APR 22 AM 9:38

Document Number

A96000000760

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

55 DEC 30 PM 2: 07

FILED

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-01/08/97--01056--004
*****52.50 *****52.50

Cherry Tree administrative limited Partnership

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Annual Report
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up
- Will Wait

A94-760

CM

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/30

RECEIVED
95 DEC 30 AM 11: 33
DIVISION OF CORPORATION

CERTIFICATE OF CANCELLATION

FOR

Cherry Tree Administrative Limited Partnership

(Insert name currently on file with Florida Dept. of State)

FILED
95 DEC 30 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on June 6, 1994, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

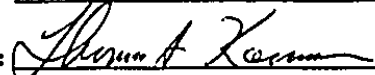
The limited partnership is no longer doing business in Florida.

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:

Bedford Industries, Inc.

By:



Thomas A. Korman, Secretary