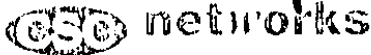


1201 HAYS STREET  
LACAHASSEL, FL 32101-2607

800-342-8086

A96000000904



ACCOUNT NO. : 072100000032

REFERENCE : 953706 4331939

AUTHORIZATION : *1996*

COST LIMIT : \$ 1837.50

ORDER DATE : May 14, 1996

ORDER TIME : 4:19 PM

ORDER NO. : 953706

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P.A.  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

56 MAY 14 PM 7:57  
STATE  
OFFICE  
RECORDS  
DIVISION

1961100024083

DOMESTIC FILING

NAME: BETTER HEALTH PARTNERS, LTD.

R 9600000 2441

EFFECTIVE DATE:

ku 2

       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

5/17/96

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: BK

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BETTER HEALTH PARTNERS, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the General Partners of **BETTER HEALTH PARTNERS, LTD.**, hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **BETTER HEALTH PARTNERS, LTD.**

2. The business address and the mailing address of the limited partnership is 200 First Avenue North, Suite 206, St. Petersburg, Florida 33701.

3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

Lisa G. Iglesias

4. The Florida street address for the registered agent is:

515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, Florida 33301

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of **BETTER HEALTH PARTNERS, LTD.**, at the place designated in this Certificate of Limited Partnership of **BETTER HEALTH PARTNERS, LTD.**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

By: Lisa G. Iglesias  
Lisa G. Iglesias

Dated: May 14, 1996

RECEIVED  
MAY 14 1996  
15:10

6. The names and business addresses of the general partners are as follows:

Noche  
Migo Corporation  
200 First Avenue North  
Suite 206  
St. Petersburg, Florida 33701

P96000041050

Cardinal Associates, Inc.  
8920 Potomac Forest Drive  
Great Falls, Virginia 22066

P96000040186

Xednah Corp.  
96 Buena Vista Avenue  
Rumson, New Jersey 07760

P96000040152

7. The latest date on which the limited partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the General Partners have executed the foregoing Certificate of Limited Partnership on this 14 day of May, 1996 in accordance with Section 620.114 of the Florida Statutes.

NOCHE  
MIGO CORPORATION, a Florida corporation,  
Managing General Partner

By:

  
Jeffrey A. Berg, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 14 PM 7:57

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS:

The foregoing instrument was acknowledged before me this 14 day of May, 1996 by Jeffrey A. Berg in his capacity as President of Migo<sup>Notch</sup> Corporation. The aforesaid Jeffrey A. Berg personally appeared before me, is personally known to me or produced \_\_\_\_\_ as identification, and [did] ~~[did-not]~~ take an oath.

[NOTARIAL SEAL]

Notary: Spencer G. Feldman  
Print Name: SPENCER G. FELDMAN  
Notary Public, State of: NEW YORK  
My commission expires: 2-22-98

SPENCER G. FELDMAN  
Notary Public, State of New York  
No. 31-4924376  
Qualified in New York County  
Commission Expires February 22, 1998

RECEIVED  
SECRETARY OF STATE  
DIVISION OF RECORDS  
95 MAY 14 PM 7:57

CARDINAL ASSOCIATES, INC., a Florida corporation, General Partner

By: *G. Wrenn*  
Grover Wrenn, President

STATE OF Ohio )  
COUNTY OF Fairfield )

SS:

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of May, 1996 by Grover Wrenn in his capacity as President of Cardinal Associates, Inc. The aforesaid Grover Wrenn personally appeared before me, is personally known to me or produced driver's license as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]



ELLEN S. NAHS  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES JAN 31, 1997

Notary: *Ellen S. NaHS*  
Print Name: Ellen S. NaHS  
Notary Public, State of: Ohio  
My commission expires: 1-31-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 14 PM 7:57

XEDNAH CORP., a Florida corporation, General Partner

By: Curtis Lee Smith, Jr.  
Curtis Lee Smith, Jr., President

STATE OF New Jersey )  
COUNTY OF Monmouth )

SS:

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of May, 1996 by Curtis Lee Smith, Jr. in his capacity as President of Xednah Corp. The aforesaid Curtis Lee Smith, Jr. personally appeared before me, is personally known to me or-produced as-identification; and [~~did~~] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Gloria Gleiberman  
Print Name: Gloria Gleiberman  
Notary Public, State of: New Jersey  
My commission expires: December 5, 1999

FILED  
STATE  
REGISTRAR OF DEEDS  
MAY 16 PM 7:57

**AFFIDAVIT**

BEFORE ME, the undersigned constituting the general partners of BETTER HEALTH PARTNERS, LTD., a Florida limited partnership, certify as follows:

1. The initial Limited Partners of BETTER HEALTH PARTNERS, LTD. have contributed property valued at <sup>not more than</sup> \$ 1,000,000 to the Partnership as their initial capital contributions.

2. The initial Limited Partners anticipate making no additional capital contributions other than the contributions stated above.

**FURTHER AFFIANT SAYETH NAUGHT.**

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

<sup>NOCHE</sup>  
**MIGO CORPORATION**, a Florida corporation,  
Managing General Partner

By: \_\_\_\_\_

Jeffrey A. Berg, President

FILED  
SECRETARY OF STATE  
-NOTES-  
95 MAY 14 PM 7:57

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS:

The foregoing instrument was acknowledged before me this 14 day of May, 1996 by Jeffrey A. Berg in his capacity as President of Migo <sup>Nyche</sup> Corporation. The aforesaid Jeffrey A. Berg personally appeared before me, is personally known to me or produced \_\_\_\_\_ as identification, and [did] ~~did not~~ take an oath.

[NOTARIAL SEAL]

Notary: Spencer G. Feldman  
Print Name: SPENCER G. FELDMAN  
Notary Public, State of: NEW YORK  
My commission expires: 2-22-98

SPENCER G. FELDMAN  
Notary Public, State of New York  
No. 31-4924378  
Qualified in New York County  
Commission Expires February 22, 1998

FILED  
NOTARY PUBLIC  
SPENCER G. FELDMAN  
95 MAY 16 PM 7:57



CARDINAL ASSOCIATES, INC., a Florida corporation, General Partner

By: Grover Wrenn  
Grover Wrenn, President

RECEIVED  
96 MAY 14 PM 7:51  
CLERK OF COURT  
CLERK OF COURT  
CLERK OF COURT

STATE OF Ohio )  
COUNTY OF Fau. State )

SS:

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of May, 1996 by Grover Wrenn in his capacity as President of Cardinal Associates, Inc. The aforesaid Grover Wrenn personally appeared before me, is personally known to me or produced driver's license as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]



ELLEN S. NAHS  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES JAN 31 1997

Notary: Ellen S. NaHS  
Print Name: Ellen S. NaHS  
Notary Public, State of: Ohio  
My commission expires: 1-31-97

XEDNAH CORP., a Florida corporation, General Partner

By:

Curtis Lee Smith, Jr.  
Curtis Lee Smith, Jr., President

RECEIVED  
NOTARY PUBLIC  
MAY 16, PM 7:51

STATE OF New Jersey )  
COUNTY OF Monmouth )

SS:

The foregoing instrument was acknowledged before me this 9 day of May, 1996 by Curtis Lee Smith, Jr. in his capacity as President of Xednah Corp. The aforesaid Curtis Lee Smith, Jr. personally appeared before me, is personally known to me or produced as identification, and [~~did~~] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Gloria Gloria Gleiberman  
Print Name: Gloria Gleiberman  
Notary Public, State of: New Jersey  
My commission expires: December 5, 1999