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July 14, 1998

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

(SENT VIA FEDERAL EXPRESS)

Re: St. Augustine Surgery Center, Ltd.

100002590171--0
-07/15/98--01091--001
****714.00 ****714.00

Dear Sirs:

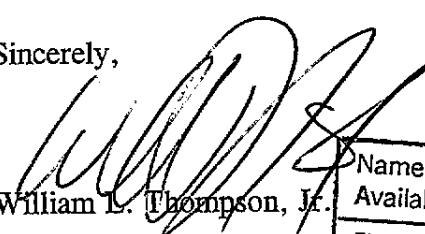
I have enclosed for filing an Amended And Restated Certificate of Limited Partnership, Affidavit of Capital Contributions and Change of Registered Agent of ST. AUGUSTINE SURGERY CENTER, LTD. Please file these partnership documents and return a certified copy of the documents to this office in the enclosed self addressed envelope. Also enclosed is our firm check, in the amount of \$714.00, representing the fees as follows:

Filing Certificate	52.50
Changing Registered Agent	35.00
Filing Affidavit	574.00
Certified Copy	<u>52.50</u>
Total Fees	714.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 15 AM 8:23

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,


William L. Thompson, Jr.

WLT:bdg
Enclosures
cc: Sarah A. Johnson
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Name	
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

9601-766A

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF ST. AUGUSTINE SURGERY CENTER, LTD

filed in accordance with Section 620.109, Florida Statutes

The undersigned, having formed and desiring to continue a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby certifies:

8. The name of the limited partnership is **St. Augustine Surgery Center, Ltd.** (the "Partnership").
9. The original certificate of limited partnership was filed on May 30, 1996.
10. The location of the principal place of business of the Partnership is 180 South Park Boulevard, St. Augustine, Florida 32086, or at such other place as the general partner may designate.
11. The street address of the registered office of the Partnership is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the registered agent of the Partnership at that address is CT Corporation System.
12. The name and business address of the sole general partner of the Partnership is NSC St. Augustine, Inc., c/o National Surgery Centers, Inc., 30 South Wacker Drive, Suite 230, Chicago, Illinois 60606.
13. The mailing address of the Partnership is c/o National Surgery Centers, Inc., 30 South Wacker Drive, Suite 230, Chicago, Illinois 60606.
14. The term of the Partnership shall commence on the date of filing hereof and shall continue until December 31, 2038.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 8th day of July, 1998.

WITNESSES:

[Signature]
[Signature]

GENERAL PARTNER:
NSC ST. AUGUSTINE, INC.

By: *[Signature]*

Print Name: Dennis Solheim

Print Title: Vice President

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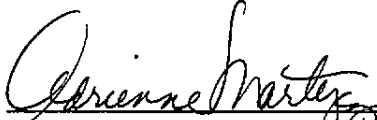
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 8th day of July, 1998,
by Dennis Solheim, as Vice President of NSC St. Augustine, Inc., a Florida corporation, on
behalf of the corporation, as general partner of St. Augustine Surgery Center, Ltd., who is
personally known to me or who has produced NA as identification and
did (did not) take an oath.



(SEAL)


Print Name: ADRIENNE MARTYCZ
Notary Public, State of Illinois
My Commission expires: 3/2/01
Commission Number: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE CHANGING REGISTERED OFFICE AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §48.061 and §620.1051, the following is submitted:

St. Augustine Surgery Center, Ltd., having organized under the laws of the State of Florida hereby states:

V The name and street address of its present registered agent is: Brett J. Lewis, 4651 Salisbury Road, Suite 155, Jacksonville, Florida 32216.

VI The name of its new registered agent is: **CT Corporation System.**

VII The street address of new registered agent is: **1200 South Pine Island Road, Plantation, Florida 33324.**

VIII The change of registered agents and the address the registered agent was authorized by the general partner of St. Augustine Surgery Center, Ltd.

ST. AUGUSTINE SURGERY CENTER, LTD.

By: NSC ~~OF~~ ST. AUGUSTINE, INC.
General Partner

By: Dennis Solheim
Dennis Solheim, Vice President

Dated: July 13, 1998

ACCEPTANCE BY REGISTERED AGENT. Having been named to accept service of process for the above-named limited partnership at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of his duties.

C T CORPORATION SYSTEM

By: Francis P. Regan
Print Name: Francis P. Regan
Print Title: Assistant Secretary

Dated: July 13, 1998

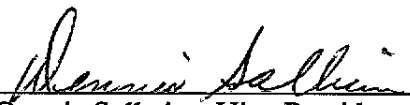
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Illinois
STATE OF FLORIDA
COUNTY OF ~~DUVAL~~ *COOK*

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF ST. AUGUSTINE SURGERY CENTER, LTD.

Before me, the undersigned authority, personally appeared Dennis Solheim, Vice President of NSC St. Augustine, Inc., the General Partner of St. Augustine Surgery Center, Ltd. (the "Partnership"), who being by me first duly sworn, deposes and says:

1. That NSC St. Augustine, Inc., is the sole general partner of the Partnership.
2. The limited partners have made capital contributions to the Partnership in the amount of \$381,250.00 as of the date hereof.
3. It is anticipated that the limited partners may make additional capital contributions of \$ -0- to the Partnership.



Dennis Solheim, Vice President
NSC St. Augustine, Inc.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of July, 1998, by Dennis Solheim, as Vice President of NSC St. Augustine, Inc., a Florida corporation, on behalf of the corporation, as general partner of St. Augustine Surgery Center, Ltd., who is personally known to me or who has produced N/A as identification and who did (did not) take an oath.



(SEAL)


Print Name: MARY POOLOS
Notary Public, State of Florida *ILLINOIS*
My Commission expires: 1-10-99
Commission Number: _____