

1200 BAYS STREET  
TALLAHASSEE, FL 32304-2007

800-342-8086



PRESTIGE MAIL  
TELEGRAPHIC SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 971981 87551A

AUTHORIZATION :

COST LIMIT : *Patricia Pegg*

ORDER DATE : May 31, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 971981

CUSTOMER NO: 87551A

CUSTOMER: Ms. Laura Varney  
LAWRENCE B. JURAN, PA

Suite 100  
1200 Corporate Center Way  
Wellington, FL 33414

DOMESTIC FILING

NAME: PWH III MEDICAL EQUITY  
INVESTORS, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: *BK*

*5/31/96*

RECEIVED  
JUL 1 1996  
AM 11:01

RECEIVED  
JUL 1 1996  
PM 12:11  
OFFICE OF CORPORATE AFFAIRS

CERTIFICATE OF LIMITED PARTNERSHIP OF  
PWH III MEDICAL EQUITY INVESTORS, LTD.

The undersigned certifies as follows with respect to PWH III Medical Equity Investors, Ltd., a limited partnership to be formed under the laws of the State of Florida:

1. Name of Partnership. The name of the Partnership is PWH III Medical Equity Investors, Ltd.

2. Office Agent. The address of the office of the Partnership is 1200 Corporate Center Way, Suite 100, Wellington, FL 33414. The name and address of the agent for service of process is Dasco Development Corporation, 1200 Corporate Center Way, Suite 100, Wellington, Florida 33414.

3. General Partner. The name of the sole General Partner is PWH III Medical Equity Corporation, a Florida corporation, 1200 Corporate Center Way, Suite 100, Wellington, FL 33414, and its business is acting as General Partner of the Partnership.

4. Mailing Address. The mailing address of the Partnership is 1200 Corporate Center Way, Suite 100, Wellington, FL 33414.

5. Termination. The latest date on which the Partnership is to dissolve is December 31, 2096.

PWH III MEDICAL EQUITY CORPORATION, a  
Florida corporation

By: Donald A. Sands

Donald A. Sands, Vice President

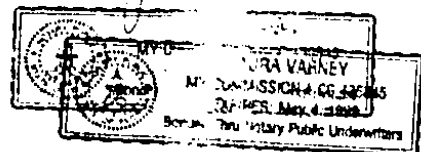
STATE OF FLORIDA )

) SS

COUNTY OF PALM BEACH )

Be it known that on the 30th day of May, 1996 before me, a duly authorized notary in and for the State and County aforesaid, personally came Donald A. Sands, Vice President of PWH II Medical Equity Corporation, a Florida corporation, to me known to be the person described in and who executed the foregoing certificate on behalf of said corporation. He is personally known to me and did not take an oath.

Notary Public



AFFIDAVIT

STATE OF FLORIDA                   )  
  ) SS  
COUNTY OF PALM BEACH        )


The undersigned, Donald A. Sands ("Affiant"), being first duly cautioned and sworn, deposes and says that:

1. Affiant is the Vice President of PWII III Medical Equity Corporation, a Florida corporation that is the sole general partner of PWII III Medical Equity Investors, Ltd. (the "Partnership"), a limited partnership formed under the laws of the State of Florida.

2. In connection with the formation of the Partnership, Affiant hereby declares that the capital contributions of the limited partners are anticipated to total \$1,000.

FURTHER AFFIANT SAYETH NAUGHT.

IN WITNESS WHEREOF, the undersigned, on behalf of the Partnership, has set his hand and seal this 30th day of May, 1996.

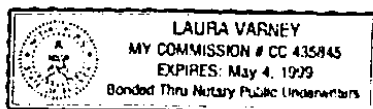
  
Donald A. Sands, Vice President

STATE OF FLORIDA                   )  
  ) SS  
COUNTY OF PALM BEACH        )

Subscribed, sworn to and acknowledged before me this 30th day of May, 1996 by Donald A. Sands, in his capacity as Vice President of PWII III Medical Equity Corporation, as general partner of PWII III Medical Equity Investors, Ltd. He is personally known to me and did not take an oath.

  
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF SECTION 607.0505 FLORIDA STATUTES AND WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DASCO DEVELOPMENT CORPORATION, a  
Florida corporation

By: Donald A. Sands

Donald A. Sands, Chief Executive Officer

RECEIVED  
SECRETARY  
DIVISION  
MAY 31 11:01