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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE
STATE OF FLORIDA
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777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-6194
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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NORTH BAY BEACH COUNTY ENDOSCOPY CENTER, LTD.

FAX AUDIT NUMBER: H96000009132

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
NORTH PALM BEACH COUNTY ENDOSCOPY CENTER, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

NORTH PALM BEACH COUNTY ENDOSCOPY CENTER, LTD
2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

777 South Flagler Drive, Suite 1000 East
West Palm Beach, Florida 33401
3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows.

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401
4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

PhyMatrix Endoscopy Center, Inc. P96000054722
777 South Flagler Drive, Suite 1000 East
West Palm Beach, Florida 33401
5. Mailing Address. The mailing address of the Partnership is as follows:

777 South Flagler Drive, Suite 1000 East
West Palm Beach, Florida 33401
6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2046.

Thomas P. Hunt, Esq. (FL Bar No. 0441480)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401
(561) 655-1980

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Robert A. Miller, President of PhyMatrix Endoscopy Center, Inc., a Florida corporation, as general partner of North Palm Beach County Endoscopy Center, Ltd., as of the 1st day of July, 1996.

PHYMATRIX ENDOSCOPY CENTER,
INC., a Florida Corporation, General
Partner of NORTH PALM BEACH
COUNTY ENDOSCOPY CENTER,
LTD., a Florida limited
partnership

By: Robert A. Miller

Name: Robert A. Miller

Its: President

205735

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 1 - 1 PM 3:07

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert A. Miller, President of PHYMATRIX ENDOSCOPY CENTER, INC., general partner of NORTH PALM BEACH COUNTY ENDOSCOPY CENTER, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The total amount of capital contributions of the limited partner(s) to the Partnership is \$69,000.
2. The limited partner(s) do not anticipate making any additional capital contributions to the Partnership.

Executed as of the 1st day of July, 1996

FURTHER AFFIANT SAYETH NOT.

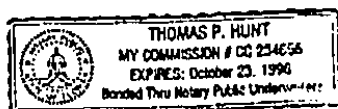
Under penalties of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

PHYMATRIX ENDOSCOPY CENTER, INC., a
Florida Corporation, General Partner of North
Palm Beach County Endoscopy Center, Ltd., a
Florida Limited Partnership

By: Robert A. Miller
Robert A. Miller
Its: President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Certificate of Limited Partnership was acknowledged before me the 1st day of July, 1996 by Robert A. Miller, President of PhyMatrix Endoscopy Center, Inc., General Partner of North Palm Beach County Endoscopy Center, Ltd., a Florida limited partnership, who is personally known to me, or has produced no identification.



Thomas P. Hunt
Notary Public

State of Florida
My Commission Expires:

207542



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for NORTH PALM BEACH COUNTY ENDOSCOPY CENTER, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:**VALDES-FAULI CORPORATE
SERVICES, INC.**

By: Michael V. Mitrione
Michael V. Mitrione, Vice President

205735

SECRET
DIVISION OF CORPORATIONS
JAN 14 1991

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