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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NAME: WELLNESS MANAGEMENT GROUP, LTD.
FAX AUDIT NUMBER: H06000009248
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THIS SALE, TRANSFER, ASSIGNMENT, MORTGAGE, PLEDGE, HYPOTHICATION OR OTHER DISPOSITION OF ALL OR ANY PART OF AN INTEREST IN THE PARTNERSHIP, WHETHER VOLUNTARY OR INVOLUNTARY, BY OPERATION OF LAW OR OTHERWISE IS RESTRICTED, AS SET FORTH IN THE PARTNERSHIP AGREEMENT, AND THE EFFECTIVENESS OF ANY SUCH TRANSFER OR OTHER DISPOSITION SHALL BE DEPENDENT UPON SATISFACTION OF CERTAIN CONDITIONS, AS SET FORTH IN THE PARTNERSHIP AGREEMENT.

H96000009246

CERTIFICATE OF LIMITED PARTNERSHIP
OF
WELLNESS MANAGEMENT GROUP, LTD.

This Certificate of Limited Partnership ("Certificate") is made as of the 28th day of June, 1986.

WHEREAS, by an Agreement of Limited Partnership ("Partnership Agreement") dated as of the 28th day of June, 1986, a limited partnership was formed pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as amended (the "Act"), under the name of Wellness Management Group, Ltd. (the "Partnership"), such Partnership Agreement providing that the term and existence of the Partnership will be deemed to commence when both (a) such Partnership Agreement has been fully and completely executed by both the general partner and the limited partner and (b) this Certificate of Limited Partnership is filed with the Office of the Secretary of State of Florida, as required by the Act; and

NOW, THEREFORE, pursuant to sections 620.108 and 620.114 of the Act, the undersigned does hereby certify that:

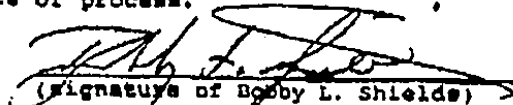
- 1. Name. The name of the Partnership is Wellness Management Group, Ltd.
- 2. Principal Office. The mailing and business address in Florida (where records are required to be kept pursuant to sections 620.103 and 620.106 of the Act) of the Partnership is:

6245 North Federal Highway
Suite 400
Fort Lauderdale, FL 33308

- 3. Registered Office and Registered Agent. The name of the registered agent (who is an individual resident in Florida) and his street address and the street address of the registered office of the Partnership for service of process in Florida is:

Bobby L. Shields
6245 North Federal Highway
Suite 400
Fort Lauderdale, FL 33308

- 4. Signature of Registered Agent. By his signature immediately below in this paragraph 4, Bobby L. Shields accepts designation as such Registered Agent of the Partnership for service of process.


(Signature of Bobby L. Shields)

- 5. Latest Date of Dissolution. The term and existence of the Partnership shall continue for a period of three years from the date hereof, unless sooner terminated, dissolved and liquidated in accordance with the provisions of Article X of the Partnership Agreement. By separate written instrument, the Partners may agree to extend the term of the Partnership for such period of time as they shall mutually agree.

Bobby L. Shields, Esq.
Hospital Staffing Services, Inc.
6245 N. Federal Hwy, Ste. 400
Ft. Lauderdale, FL 33308

OLMADON Dec 21 1986
Edwards 46-20-90-10-32
Fla. Bar 964451
771-0500

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6. ~~Name and Address of the sole GENERAL PARTNER.~~ The name and specific business address of the sole general partner of the Partnership is as follows:

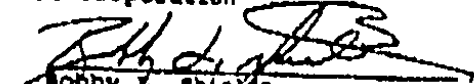
F93000004108
H&M Management Company, Inc., a Florida corporation
0248 North Federal Highway
Suite 400
Fort Lauderdale, FL 33308

Pursuant to Section 620.114 of the Act, this Certificate has been executed as of the day and year first above written by the sole general partner of the Partnership.

GENERAL PARTNER:

H&M Management Company, Inc., a Florida corporation

By:


Robby E. Shields
SECRETARY (Title)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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(2)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
WELLNESS MANAGEMENT GROUP, LTD.

This Affidavit of Capital Contributions is made as of the 28th day of June, 1996, pursuant to Section 620.100 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act").

The undersigned, being the sole general partner of Wellness Management Group, Ltd., a Florida limited partnership (the "Partnership"), does hereby certify that:

1. Limited Partner Capital Contributions to Date. The amount of capital contributions to date of the limited partner is Forty-Nine Thousand and No/100s Dollars (\$49,000.00).
2. Anticipated Limited Partner Capital Contributions. The total amount contributed and anticipated to be contributed by the limited partner at this time totals Forty-Nine Thousand and No/100s Dollars (\$49,000.00).

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned being the sole general partner of the Partnership declares it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct. Pursuant to Section 620.114 of the Act, this Affidavit of Capital Contributions has been executed as of the day and year first above written by the sole general partner of the Partnership.

GENERAL PARTNER:

HSSI Management Company, Inc., a Florida corporation

By: [Signature]
Bobby L. Shields
SECRETARY (Title)

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