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Caruncho & Mur

PROFESSIONAL ASSOCIATION
2500 DOUGLAS ROAD
SUITE 501

Coral Gables, Florida 33134

FILED

96 JUL 31 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOSEPH L. CARUNCHO
LAZARO J. MUR
ANA C. HARRIS
ANNETTE C. ONORATI

DADE (305) 441-6720
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July 29, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-08/13/96--01089--006
****507.50 ****472.50

Re: G.I.S.F. ENDOSCOPY MANAGEMENT, L. C. and
G.I.S.F. ENDOSCOPY CENTER, LTD.

Dear Sir or Madam:

AUG 1 1996 BSB

Enclosed please find the following documents relating to the reference:

1. Original executed Articles of Organization and Affidavit Under Florida Status Sec. 608.407(2) for G.I.S.F. ENDOSCOPY MANAGEMENT, L.C., together with check No. 1007, payable to the Secretary of State, in the sum of \$337.50, in payment of the filing fee.
2. Original executed Certificate and Affidavit of Florida Limited Partnership of G.I.S.F. ENDOSCOPY CENTER, LTD., together with check No. 1006, payable to the Secretary of State, in the amount of \$507.50, in payment of the filing fee.

Please file the above documents in the following order:

Name	KWM
Availability	First
Document	MANAGEMENT L.C.
Examiner	KWM
Updater	Second
Verifier	ENDOSCOPY CENTER, LTD.
Ad'no	KWM
W. P. Verifier	KWM

Articles of Organization and Affidavit of G.I.S.F. ENDOSCOPY
L.C.
Certificate and Affidavit of Florida Limited Partnership of G.I.S.F.
ENDOSCOPY CENTER, LTD.

Please return to the undersigned the original Certificate of Organization and Certificate

C. TAX 420.00
FILING 52.50
C. COPY 52.50
TOTAL
N. BANK
BALANCE DUE
REFUND

7-31

July 29, 1996
Department of State
Page 2

of Limited Partnership for the two entities. A self-addressed and stamped envelope is provided for the return of the documents.

Should you have any questions, please contact the undersigned.

Sincerely,

CARUNCHO & MUR, P. A.



Annette C. Onorati
For the Firm

Enclosures

cc: Javier Sobrado, M.D.
Joseph L. Caruncho, Esq.

G:\GISPIENDOS.SEC

Fax Audit No. _____

**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF
G.I.S.F. ENDOSCOPY CENTER, LTD.
A FLORIDA LIMITED PARTNERSHIP**

FILED
96 JUL 31 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G.I.S.F. ENDOSCOPY MANAGEMENT, L.C., a Florida limited liability corporation (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for the G.I.S.F. ENDOSCOPY CENTER, LTD., hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is the G.I.S.F. ENDOSCOPY CENTER, LTD.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address of the Limited Partnership is 1100 S.W. 57 Avenue, Miami, Florida 33144 and the principal place of business of the Limited Partnership is 1100 S.W. 57 Avenue, Miami, Florida 33144.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

G.I.S.F. Endoscopy Management, L.C. - L96000000214
1100 S.W. 57 Avenue
Miami, Florida 33144

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2035.

Fax Audit No. _____

Fax Audit No. _____

5. Agent and Address for Service of Process: The Agent for service of process on the Partnership shall be G.I.S.F. Endoscopy Management, L.C., 1100 S.W. 57 Avenue, Miami, Florida 33144.

6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners have contributed to date or shall contribute is SIXTY THOUSAND AND NO/100 (\$60,000.00) Dollars.


7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 29 day of July, 1996, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

G.I.S.F. Endoscopy Management, L.C.,
a Florida limited liability corporation

By: _____


JAVIER SOBRADO, M.D., President
of Endoscopy Center of South Florida, Inc.,
Manager

Fax Audit No. _____

Fax Audit No. _____

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed in my presence by JAVIER SOBRADO, M.D., as President of Endoscopy Center of South Florida, Inc., a Florida corporation, who is personally known to me or who produced a FL Drivers License as identification, and who took an oath, this 29 day of July, 1996.



ANNETTE C ONORATI
My Commission CC366099
Expires Mar. 13, 1998
Bonded by HAI
800-422-1555

Annette C Onorati

Notary Public
State of Florida

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 29 day of July, 1996.

G.I.S.F. Endoscopy Management, L.C.,
Registered Agent

By: Endoscopy Center of South
Florida, Inc., Manager

By: _____

JAVIER SOBRADO, M.D., PRESIDENT

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