

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000001902

**CSC networks**

PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000J2

REFERENCE : 117558 4141A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 11, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 117558

CUSTOMER NO: 4141A

CUSTOMER: Ms. Maria Feliciano  
GUNSTER YOAKLEY VALDES-FAULI &  
STEWART, P.A.  
Suite 3400, One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, FL 33131

G. TAX \_\_\_\_\_  
FILING 105.00  
R. AGENT FEE 35.00  
C. COPY \_\_\_\_\_  
TOTAL 140.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REMARK \_\_\_\_\_

DOMESTIC FILING

NAME: F.L. COOPER HEALTH SERVICES,  
LTD.

EFFECTIVE DATE:

000001975250--0

-10/15/96--01211--009

\*\*\*\*140.00 \*\*\*\*140.00

\_\_\_\_ ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: \_\_\_\_\_

DIVISION OF CORPORATION

96 OCT 11 AM 11:44

RECEIVED

FILED  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
96 OCT 11 PM 1:08

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
96 OCT 11 PM 1:08

BK  
10/11/96

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**F.L. COOPER HEALTH SERVICES, LTD.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 OCT 11 PM 1:08

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is **F.L. COOPER HEALTH SERVICES, LTD.**

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

2 South Biscayne Boulevard  
Suite 3400  
Miami, Florida 33131  
Attn: Peter H. Levitt, Esq.

(b) The name and address of the Partnership's agent for service of process is:

Valdes-Fauli Corporate Services, Inc.  
2 South Biscayne Boulevard  
Suite 3400  
Miami, FL 33131

**THIS DOCUMENT PREPARED BY:**

**Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6040**

**Florida Bar No.: 0710430**

3. The name and address of the General Partner is:

F.L. COOPER HEALTH SERVICES, INC.  
2 South Biscayne Boulevard  
Suite 3400  
Miami, Florida  
Attn: Peter H. Levitt, Esq.

FILED STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
OCT 11 PM 1:08  
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4. The mailing address for the Limited Partnership is:

2 South Biscayne Boulevard  
Suite 3400  
Miami, Florida 33131  
Attn: Peter H. Levitt, Esq.

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until April 1, 2026, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 26<sup>th</sup> day of September, 1996.

GENERAL PARTNER:

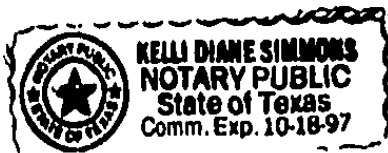
F.L. COOPER HEALTH SERVICES, INC.  
a Florida corporation

By: Allyn S. Patrick  
Allyn S. Patrick, President

Attest: Charles B. Hall  
Charles B. Hall, Secretary  
[CORPORATE SEAL]

STATE OF TEXAS  
COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of Sept., 1996, by Allyn S. Patrick and Charles B. Hall, President and Secretary, respectively, of F.L. Cooper Health Services, Inc., a Florida corporation, and who are personally known to me or have produced Texas Driver's license, as identification.



Kelli Diane Simmons  
Print Name: Kelli Diane Simmons  
NOTARY PUBLIC  
State of TEXAS

My Commission Expires: 10-18-97

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: [Signature]  
Mark J. Scheer, Vice President

Dated: 10/7, 1996

FILED  
SECRETARY OF CORPORATIONS  
OCT 11 PM 3:08

AFFIDAVIT

STATE OF TEXAS )  
 ) : SS  
COUNTY OF DALLAS )

FILED - STATE  
SECRETARY OF CORPORATIONS  
9 OCT 11 PM 1:08  
DIVISION OF CORPORATIONS

BEFORE ME, a Notary Public, personally appeared ALLYN S. PATRICK, as President of F.L. Cooper Health Services, Inc., a Florida corporation, general partner of **F.L. COOPER HEALTH SERVICES, LTD.** (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of **F.L. COOPER HEALTH SERVICES, INC.**, a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **F.L. COOPER HEALTH SERVICES, LTD.**
3. The capital contribution and anticipated capital of the initial limited partners is \$1,000.00.
4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of **Texas** for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

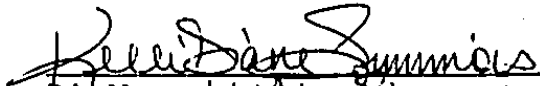
FURTHER AFFIANT SAYETH NAUGHT.

  
Allyn S. Patrick, President

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of September, 1996 by Allyn S. Patrick who is personally known to me or has produced TEXAS Driver's license as identification.



KELLI DIANE SIMMONS  
NOTARY PUBLIC  
State of Texas  
Comm. Exp 10-18-97

  
Print Name: Kelli Diane Simmons  
NOTARY PUBLIC  
State of TEXAS

My Commission Expires: 10-18-97