

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000002041



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 142457 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 4, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 142457-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

600001995146--0
-11/04/96--01038--023
*****87.50 *****87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 P.M. 2:18

DOMESTIC FILING

NAME: VIVRA WOUND CARE SERVICES
OF SOUTH FLORIDA, 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: W. Charles Earnest

EXAMINER'S INITIALS: *WCE*

RECEIVED
95 NOV -4 AM 11:27
DIVISION OF CORPORATION

11/4/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VIVRA WOUND CARE SERVICES OF SOUTH FLORIDA, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 12:48

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states as follows:

1. The name of the partnership shall be VIVRA WOUND CARE SERVICES OF SOUTH FLORIDA, LTD. (the "Partnership").

2. The address of the office of the Partnership is: 1210 N.W. 95th Street, Miami, FL 33147.

3. The name and address of the agent for service of process on the Partnership are as follows: James J. Terpstra, 1210 N.W. 95th Street, Miami, FL 33147.

4. The name and business address of the General Partner are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Vivra Health Advantage, Inc. a Nevada corporation	5310 Maryland Way Suite 300 Brentwood, TN 37027

5. The mailing address of the Partnership is: 1210 N.W. 95th Street, Miami, FL 33147.

6. The latest date upon which the Partnership shall dissolve is December 31, 2021, unless sooner terminated as provided in the Limited Partnership Agreement of VIVRA WOUND CARE SERVICES OF SOUTH FLORIDA, LTD., dated 10/16, 1996, or by law.

The execution of this Certificate of Limited Partnership by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, constituting the sole General Partner of VIVRA WOUND CARE SERVICES OF SOUTH FLORIDA, LTD. has executed this Certificate of Limited Partnership of VIVRA WOUND

CARE SERVICES OF SOUTH FLORIDA, LTD., on this 16th day of October
1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PH12-48

GENERAL PARTNER:

Vivra Health Advantage, Inc.
a Nevada corporation

By: Robert A. Vraciu
Robert A. Vraciu ~~(Signature)~~ President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as Registered Agent for VIVRA WOUND CARE SERVICES OF SOUTH FLORIDA, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of Registered Agent.

James J. Terpstra
JAMES J. TERPSTRA
REGISTERED AGENT

116449

FILED STATE
SECRETARY OF CORPORATIONS
96 NOV -4 PM 12:48

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole General Partner of VIVRA WOUND CARE SERVICES OF SOUTH FLORIDA, LTD., a Florida limited partnership (the "Partnership"), states and certifies as follows:

1. The amount of capital contributions to the Partnership made by the Original Limited Partner is Ten Dollars (\$10.00).
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is subject to contingencies and is currently anticipated to be Zero.

FURTHER AFFIANT SAYETH NOT.

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

DATED this 16th day of October, 1996.

VIVRA WOUND CARE SERVICES
OF SOUTH FLORIDA, LTD.
a Florida limited partnership

By: VIVRA HEALTH ADVANTAGE, INC.
a Nevada corporation,
General Partner

By: Robert A. Vraciu
Robert A. Vraciu, (Vice) President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



A96000002041

ACCOUNT NO. : 072100000032

REFERENCE : 198479 132254A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 52.50

ORDER DATE : December 23, 1996

ORDER TIME : 9:08 AM

ORDER NO. : 198479-005

500002035915--9

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 23 PM 1:43

DOMESTIC AMENDMENT FILING

NAME: VIVRA WOUND CARE SERVICE OF
SOUTH FLORIDA, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS

A96-2041

Name Availability	<i>DA</i>
Document Examiner	GSH
Updater	GSH
Updater	GSH
Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

**FIRST AMENDMENT TO
 CERTIFICATE OF LIMITED PARTNERSHIP
 OF
 VIVRA WOUND CARE SERVICES OF SOUTH FLORIDA, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act (1986) and Florida Statutes §620.109 the undersigned, being the sole General Partner of Vivra Wound Care Services of South Florida, Ltd., a Florida limited partnership (the "Partnership") whose Certificate of Limited Partnership was filed with the Florida Department of State on November 4, 1996 (the "Certificate") hereby amends the Certificate of Limited Partnership of Vivra Wound Care Services of South Florida, Ltd. as follows:

1. Section 1 of the Certificate is hereby amended to read as follows:

"1. The name of the Partnership shall be VIVRA WOUND SERVICES OF SOUTH FLORIDA, LTD."

2. Except as expressly provided herein, all of the terms and provisions of the Certificate shall remain in full force and effect and are hereby ratified and confirmed.

The execution of this First Amendment to the Certificate of Limited Partnership by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, constituting the sole General Partner of Vivra Wound Care Services of South Florida, Ltd. has executed this First Amendment to the Certificate of Limited Partnership of Vivra Wound Care Services of South Florida, Ltd. this 18th day of December, 1996.

GENERAL PARTNER

Vivra Health Advantage, Inc.
 a Nevada corporation

By: Robert A. Vraciu
 Robert A. Vraciu, President

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 DEC 23 PM 1:43

STATE OF TENNESSEE
 COUNTY OF Davidson

The foregoing instrument was sworn to and acknowledged before

me this 18th day of December, 1996, by Robert A. Vraciu as President of Vivra Health Advantage, Inc., a Nevada corporation on behalf of the corporation which is a General Partner of Vivra Wound Care Services of South Florida, Ltd., a Florida limited partnership.

Margaret J. Stager
Print Name: MARGARET J. STAGER
Notary Public
Commission Number: 11354
My commission expires: 11-28-88

117948

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 23 PM 1:43



A96000002041

ACCOUNT NO. : 072100000032

REFERENCE : 345518 132254A

AUTHORIZATION :

100002160501--8

COST LIMIT : \$ PPD

-04/30/97--01073--007
*****52.50 *****52.50

ORDER DATE : April 28, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 345518-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

C. TAX _____
FILING 52.50
R. AGENT FEE _____
C. COPY _____
TOTAL 52.50
N. BANK _____
BALANCE DUE _____
?FFIND _____

97 APR 28 PM 1:38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTIC FILINGS

NAME: VIVRA WOUND SERVICES OF SOUTH
FLORIDA, LTD.

FILE FIRST

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: BN

DIVISION OF CORPORATIONS

97 APR 29 AM 11:35

RECEIVED

4/28/97

CERTIFICATE OF CANCELLATION OF
LIMITED PARTNERSHIP OF
VIVRA WOUND SERVICES OF SOUTH FLORIDA, LTD.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 17 APR 28 PM 1:30

Pursuant to the Florida Revised Uniform Limited Partnership Act (1986) and Florida Statutes Section 620.113 the undersigned, being the sole general partner of Vivra Wound Services of South Florida, Ltd., a Florida limited partnership (the "Partnership") hereby cancel the Certificate of Limited Partnership of Vivra Wound Services of South Florida, Ltd. as follows:

1. The name of the Partnership is Vivra Wound Services of South Florida, Ltd. (the "Partnership").

2. The Certificate of Limited Partnership of Vivra Wound Care Services of South Florida, Ltd. was filed with the Florida Department of State on November 4, 1996 (the "Certificate") and amended by an Amendment to the Certificate of Limited Partnership filed with the Florida Department of State on December 23, 1996 (the "Amendment").

3. This Certificate of Cancellation of Limited Partnership is filed as a result of the dissolution and winding up of the Partnership. The Partnership never commenced doing business.

4. The cancellation of the Certificate of Limited Partnership of the Partnership shall be effective upon the filing of this Certificate of Cancellation with the Florida Department of State.

The execution of this Certificate of Cancellation of Limited Partnership by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of Vivra Wound Services of South Florida, Ltd. has executed this Certificate of Cancellation of Limited Partnership of Vivra Wound Services of South Florida, Ltd. this 28th day of April, 1997.

GENERAL PARTNER:

VIVRA HEALTH ADVANTAGE, INC.
a Nevada corporation

By: Robert A. Vraciu
Robert A. Vraciu, President