

CORPORATE
ACCESS,
INC.

11000 Corporate Center, Suite 100, Miami, Florida 33153
(904) 222-2000 or (800) 969-1666. Fax (904) 222-1666

WALK IN

PICK UP

11/12/96 100 *LP*

☒ CERTIFIED COPY

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PHOTO COPY

☒ FILING

1.) LAKEside Surgery Center, Ltd
(CORPORATE NAME & DOCUMENT #)

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****262.50 ****140.00

2.)
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SPECIAL INSTRUCTIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 12 PM 1:10
CORPORATE DIVISION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LAKESIDE SURGERY CENTER, LTD.**

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SECRETARY OF CORPORATIONS
95 NOV 12 PM 1:10

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited partnership, hereby state the following:

1. The name of the Partnership is **LAKESIDE SURGERY CENTER, LTD.**
2. The character of the business to be conducted by the Partnership is to engage in the ownership and operation of an eye surgery center in the United States of America and for any other lawful business activity.
3. The location and mailing address of the principal place of business of the Partnership is 116 W. Sturtevant Street, Orlando, Florida 32806.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by unanimous consent of the General Partner and Limited Partners or pursuant to the terms and conditions of any Limited Partnership Agreement then in effect.
5. The name, place of business, units and percentage of shares of the sole General Partner is:

	<u>Units</u>	<u>Percentage Owned</u>
pg 60000092404 Lakeside Surgery, Inc. 116 W. Sturtevant Street Orlando, FL 32806	1	1.0%

6. The name, place of business, number of units and percentage interests of the Limited Partners are:

	<u>Units</u>	<u>Percentage Owned</u>
G. Brock Magruder, Sr. 116 W. Sturtevant Street Orlando, FL 32806	33	33%
G. Brock Magruder, Jr. 116 W. Sturtevant Street Orlando, FL 32806	33	33%
Thomas R. Whatley, Jr. 250 S. Park Avenue, Suite 600 Winter Park, FL 32789	33	33%

7. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

8. The Limited Partners shall be required to make an initial total capital contribution of cash in the total amount of \$990.00.

9. The Limited Partners shall be required to make additional capital contributions upon call by the General Partner. If any Limited Partner does not contribute his prorata share of the additional capital contribution (the "Defaulting Partner"), then the other Limited Partners shall on a prorata basis either pay in the amount necessary for the Defaulting Partner, treating said payment as an interest-bearing loan, or dilute the ownership of the Defaulting Partner, taking into account prior contributions and the additional contribution.

10. The Limited Partners shall not be entitled to the return of their capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

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11. The allocation of the profits, loss or other compensation by way of income which the Limited Partners shall receive by reason of their capital contributions is a total of ninety-nine percent (99%) in accordance with Paragraph 6 above. Distributable cash shall be distributed to the Partners in accordance with their percentage interests set forth above.

12. Each Limited Partner shall have the right to transfer his partnership interest and substitute an assignee of his Partnership interest as a contributor in his place only with the written consent of the General Partner and all of the other Limited Partners, and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the unanimous consent of all the Limited Partners, executing any additional instruments the General Partner deems necessary and paying to the Partnership all costs involved in making any necessary amendment to this Certificate or any Partnership Agreement then in effect.

13. The General Partner has the right, with the unanimous consent of the Limited Partners, to admit additional Limited Partners.

14. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and unanimously select a substitute General Partner who agrees in writing to accept such selection.

15. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed partnership property in kind.

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IN WITNESS WHEREOF, we have hereunto set our hands this 7th day of November,
1996, effective as of the date of filing with the Florida Secretary of State.

LAKESIDE SURGERY, INC.
a Florida corporation, as General Partner

By: 
G. Brock Magruder, Sr., President

"Limited Partners"


G. BROCK MAGRUDER, SR.


G. BROCK MAGRUDER, JR.


THOMAS R. WHATLEY, JR.

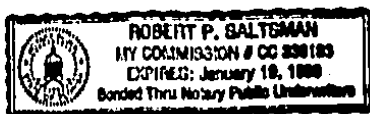
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of November, 1996, by G. Brock Magruder, Sr., as President of Lakeside Surgery, Inc., a Florida corporation, on behalf of the corporation.

- ☒ Personally known to me.
☐ Produced identification:
Type: _____

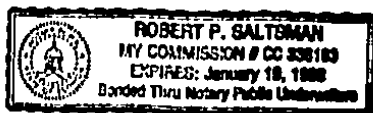


Robert Saltzman
Notary Public, State of Florida
Printed name: ROBERT SALTSMAN
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of November, 1996, by G. Brock Magruder, Sr.

- ☒ Personally known to me.
☐ Produced identification:
Type: _____

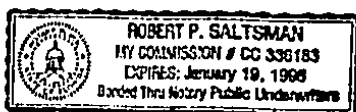


Robert Saltzman
Notary Public, State of Florida
Printed name: ROBERT SALTSMAN
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of 11, by G. Brock Magruder, Jr.

- ☒ Personally known to me.
☐ Produced identification:
Type: _____



Robert Saltzman
Notary Public, State of Florida
Printed name: Robert Saltzman
Commission No.: _____
My Commission Expires: _____

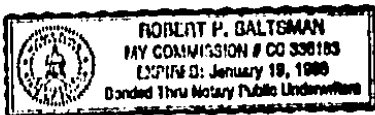
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of November, by
Thomas R. Whatley, Jr.

☒ Personally known to me.

☐ Produced identification:

Type: _____



Robert Saltzman

Notary Public, State of Florida

Printed name: ROBERT SALTSMAN

Commission No.: _____

My Commission Expires: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION
OF LAKESIDE SURGERY CENTER, LTD.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

First, that Lakeside Surgery Center, Ltd., with its place of business at 116 W. Sturtevant Street, Orlando, Florida 32806, has named its General Partner, Lakeside Surgery, Inc., 116 W. Sturtevant Street, Orlando, Florida 32806, as its agent to accept service of process within the State of Florida.

LAKESIDE SURGERY CENTER, LTD.
a Florida limited partnership

By: Lakeside Surgery, Inc.,
Its General Partner

By: 
G. Brock Magruder, Sr., President

Date: 11/7/96

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

LAKESIDE SURGERY, INC.
a Florida corporation

By: 
G. Brock Magruder, Sr., President

Date: 11/7/96

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**AFFIDAVIT FOR CERTIFICATE OF
LIMITED PARTNERSHIP OF LAKESIDE SURGERY CENTER, LTD.**

**STATE OF FLORIDA
COUNTY OF ORANGE**

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared G. Brock Magruder, Sr. as President of Lakeside Surgery, Inc., the General Partner of Lakeside Surgery Center, Ltd., ("Affiant"), who being first duly sworn, deposes and says:

1. That the total contributed by the General Partner to Lakeside Surgery Center, Ltd. is as follows:

<u>General Partner</u>	<u>Amount</u>
Lakeside Surgery, Inc.	\$10.00

2. That the anticipated total capital contribution by the Limited Partners to Lakeside Surgery Center, Ltd. is as follows:

<u>Limited Partner</u>	<u>Amount</u>
G. Brock Magruder, Sr.	\$330.00
G. Brock Magruder, Jr.	\$330.00
Thomas R. Whatley, Jr.	\$330.00

FURTHER AFFIANT SAYETH NAUGHT.




G. BROCK MAGRUDER, SR.,

Sworn to and subscribed before me
on this 7th day of November, 1996,
by G. Brock Magruder, Sr..

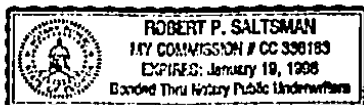
☒ Personally known to me.

☐ Produced identification:

Type: _____



Notary Public
(SEAL)



**CORPORATE
ACCESS,
INC.**

A96000002074

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN
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5/5/97



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Dissolution

Lakeside Surgery Center, Ltd.

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G. TAX 52.50
FILING 52.50
P. GOVT FEE 52.50
G. FUND 1312
TOTAL 515/97
N. BANK 515/97
BALANCE DUE 515/97
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SPECIAL INSTRUCTIONS

**CERTIFICATE OF DISSOLUTION
OF
LAKESIDE SURGERY CENTER, LTD.**

Lakeside Surgery Center, Ltd., a Florida limited partnership, executes the following certificate of dissolution pursuant to Section 620.71 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the corporation is Lakeside Surgery Center, Ltd. (the "Partnership").
2. The Partnership's Certificate of Limited Partnership was filed on November 12, 1996 and assigned document number A96000002074.
3. The Partnership has not commenced business and the Partnership does not have any unpaid debt.
4. None of the Partners have assigned, or in any way encumbered or charged, their respective partnership interests.
5. The Partners unanimously agreed to the dissolution of the Partnership on APRIL 31, 1997.
7. All capital contributions of the General Partner and the Limited Partners have been returned to the Partners and the winding up of the affairs of the Partnership is complete.

Executed this 31st day of March, 1997, effective as of the date of filing with the Florida Secretary of State.

LAKESIDE SURGERY CENTER, LTD.,
a Florida limited partnership

BY: **LAKESIDE SURGERY, INC.,**
a Florida corporation, as General Partner

By: *G. Brock Magruder Sr.*
G. Brock Magruder Sr., President

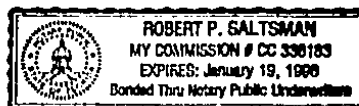
**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 31st day of March, 1997, by G. Brock Magruder, Sr., as President of Lakeside Surgery, Inc., a Florida corporation, the General Partner of Lakeside Surgery Center, Ltd., a Florida limited partnership, on behalf of the Partnership.

- ☒ Personally known to me.
☐ Produced identification:

Type: _____

Robert P. Saltzman
Notary Public, State of Florida



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