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CT CORPORATION

Requestor's Name
660 East Jefferson Street

Address
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City State Zip Phone

CORPORATION(S) NAME

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*****35.00 *****35.00

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-01/16/97--01037--006
*****17.50 *****17.50

Fds, Ltd

Changing name to:

Day Surgery, Ltd

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- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark

- Limited Partnership
- Reinstatement
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CR2E031 (1-89)

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

FDS, Ltd.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The Certificate of Limited Partnership be amended by changing items 1 and 6 thereof so that, as amended, said items shall be read as follows:

- "1. The name of the limited partnership is Day Surgery, Ltd."
- "6. The mailing address of the limited partnership is:

30 South Wacker Drive, Suite 2302, Chicago, IL 60606."



(Signature of a General Partner)

John Rex-Waller, Vice President

(Typed or printed name of General Partner signing above)

STATE OF Illinois

COUNTY OF Cook

On this 7th day of January, 1997, John Rex-Waller, Vice President personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of


(Notary Public Signature)

Cheryle A. Stone
(Notary's Printed Name)



Seal

My Commission Expires: October 18, 1998

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BELL, BOYD & LLOYD

THREE FIRST NATIONAL PLAZA
70 WEST MADISON STREET
SUITE 3300
CHICAGO, ILLINOIS 60602-4207

312 372-1121
312 372-2088 FAX

FAX COVER SHEET

Date January 9, 1997
Total Number of Pages **6** (Including this page)

To Mr. Buck Kohr
Company Florida Secretary of State
City Tallahassee
Fax Number 904/487-6013
Phone Number 904/487-6914

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From Steven E. Ducommun
Direct Dial Phone 312 807-4336
Client/Matter Number 104912-0059

Document Description
Message

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BELL BOYD & LLOYD

NO. 779 P.2/6

BELL, BOYD & LLOYD

THREE FIRST NATIONAL PLAZA
70 WEST MADISON STREET, SUITE 8000
CHICAGO, ILLINOIS 60602-4807

312 578-1121
FAX 312 673-8308

STEVEN E. DUCOMMUN
312 527-4338
sducommun@bbi.com

WASHINGTON, D.C.
202 462-8222
FAX 202 462-8278

January 9, 1997

BY FACSIMILE 904/487-6013

Mr. Buck Kohr
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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DE
FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

Re: Assignment of Assets

Dear Mr. Kohr:

Pursuant to our telephone conversation today, I am faxing to you two Assignments of Assets relating to Day Surgery, Inc. (now doing business as Tiffany, Inc.) which indicates that all of the assets of Day Surgery, Inc. which were either purchased by NSC Port St. Lucie, Inc. or retained by Day Surgery, Inc. were in fact assigned downstream to FDS, Ltd. (to be known as Day Surgery, Inc. Ltd.). Accordingly, any trademark rights such as the one for the name "Day Surgery" would have been included in the assets that were assigned downstream.

Please contact me with any questions that you may have regarding the foregoing. Thank you very much for your assistance in this matter.

Very truly yours,

Steven E. Ducommun

SED:mVZ

Enclosures

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DAY SURGERY, INC.
Assignment of Assets

WHEREAS, Day Surgery, Inc., a Florida corporation (the "Seller") has entered into a Limited Partnership Agreement dated January 3, 1997 (the "Partnership Agreement") forming Day Surgery, Ltd., a Florida partnership (the "Partnership") with NSC Port St. Lucie, Inc., a Florida Corporation ("NSC Port St. Lucie") and certain other signatories thereto; and

WHEREAS, pursuant to the Partnership Agreement, the Seller has agreed to contribute certain assets retained by the Seller pursuant to the Asset Purchase Agreement dated as of December 19, 1996 (the "Agreement") between National Surgery Centers, Inc., a Delaware corporation ("NSC") and the Seller, representing a 20% undivided interest in the assets, properties and business of the Seller as specified in Section 1.1 of the Agreement (the "Retained Assets") in partial consideration for 40 Limited Partnership Units.

NOW THEREFORE, pursuant to the aforementioned authority and for mutual consideration the Seller by this Assignment does hereby sell, convey, transfer, assign and deliver unto the Partnership, its successors, and assigns forever free and clear of all liens, mortgages, pledges, encumbrances and charges of every kind all of the Seller's right, title and interest in the Retained Assets.

TO HAVE AND TO HOLD said Retained Assets, with all appurtenance thereto, unto the Partnership, its successors and assigns, and for its and their use forever.

*** SIGNATURES ON FOLLOWING PAGE ***

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IN WITNESS WHEREOF, the undersigned corporation has caused this instrument to be signed on its behalf by its duly authorized officer on this 3rd day of January, 1997.

DAY SURGERY, INC.

By Mary L. Holbaugh
Title: President

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NATIONAL SURGERY CENTERS, INC.

Assignment of Assets

WHEREAS, National Surgery Centers, Inc., a Delaware corporation ("NSC"), and Day Surgery, Inc., a Florida corporation (the "Seller") entered into a Asset Purchase Agreement dated as of December 19, 1996 (the "Agreement") whereby NSC purchased certain assets of the Seller representing an 80% undivided interest in the assets, properties and business of the Seller as specified in Section 1.1 of the Agreement (the "Purchased Assets"); and

WHEREAS, NSC Port St. Lucie, Inc., a Florida corporation and wholly-owned subsidiary of NSC ("NSC Port St. Lucie"), has agreed to assume the Assumed Liabilities (as defined in the Agreement).

NOW THEREFORE, pursuant to the aforementioned authority and for mutual consideration NSC by this Assignment does hereby sell, convey, transfer, assign and deliver unto NSC Port St. Lucie, its successors, and assigns forever free and clear of all liens, mortgages, pledges, encumbrances and charges of every kind all of NSC's right, title and interest in the Purchased Assets.

TO HAVE AND TO HOLD said Purchased Assets, with all appurtenance thereto, unto NSC Port St. Lucie, its successors and assigns, and for its and their use forever.

*** SIGNATURES ON FOLLOWING PAGE ***

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10:54 AM

IN WITNESS WHEREOF, the undersigned corporation has caused this instrument to be signed on its behalf by its duly authorized officer on this 3rd day of January, 1997.

NATIONAL SURGERY CENTERS, INC.

By [Signature]
Title: VP

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26