



A97000002125

ACCOUNT NO. : 072100000032

REFERENCE : 548029 4303929

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 140.00

ORDER DATE : September 30, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 548029-005

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

600002307876-3

DOMESTIC FILING

NAME: CAMBRIDGE BAY AREA MEDICAL
PLAZA, LTD.

EFFECTIVE DATE:

 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: Carina L. Dunlap

EXAMINER'S INITIALS:

CP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 30 PM 2:34

RECEIVED
97 SEP 30 PM 12:18
DIVISION OF CORPORATIONS
4/30/97

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CAMBRIDGE BAY AREA MEDICAL PLAZA, LTD.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 30 PM 2:34

Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being the sole General Partner of CAMBRIDGE BAY AREA MEDICAL PLAZA, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is CAMBRIDGE BAY AREA MEDICAL PLAZA, LTD.
2. The business address and the mailing address of the limited partnership is 1700 Pacific Avenue, 49th Floor, Dallas, Texas 75201.
3. The name of the registered agent for service of process required by Section 620.105 the of the Act is Corporation Service Company.
4. The Florida street address for the registered agent is 1201 Hays Street, Tallahassee, Florida 32301.
5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of CAMBRIDGE BAY AREA MEDICAL PLAZA, LTD., at the place designated in this Certificate of Limited Partnership of CAMBRIDGE BAY AREA MEDICAL PLAZA, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

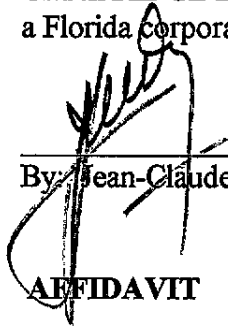
CORPORATION SERVICE COMPANY

99700083576 By: Karina R. Perry, As Agent

6. The name and business address of the general partner is as follows: CAMBRIDGE BAMP, INC. 1700 Pacific Avenue, 49th Floor, Dallas, Texas 75201.
7. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 26th day of September, 1997 in accordance with Section 620.114 of the Act.

CAMBRIDGE BAMP, INC.
a Florida corporation, general partner



By: Jean-Claude Saada, President

AFFIDAVIT

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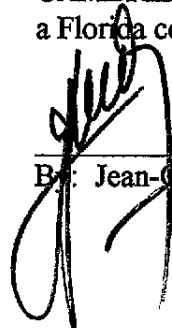
The undersigned, constituting all of the General Partners of CAMBRIDGE BAY AREA MEDICAL PLAZA, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.00.

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.

CAMBRIDGE BAMP, INC.
a Florida corporation, general partner



By: Jean-Claude Saada, President