



THE UNITED STATES  
CORPORATION  
COMPANY

# A97000002272

ACCOUNT NO. : 072100000032

REFERENCE : 572078 5011226

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 1837.50

ORDER DATE : October 21, 1997

ORDER TIME : 11:26 AM

ORDER NO. : 572078-005

CUSTOMER NO: 5011226

CUSTOMER: Melissa L. Wilson, Legal Asst  
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 21 PM 3:30

DOMESTIC FILING

NAME: U.D. MARKETING, LTD.

000002325920--9

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: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
97 OCT 21 PM 1:21  
DIVISION OF CORPORATION

*10/21/97*

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF**  
**U.D. MARKETING, LTD.**

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This Certificate of Limited Partnership and Affidavit of Capital Contribution, entered into the 20th day of October, 1997 and effective as of the 21st day of October, 1997, by and between **U.D. MARKETING, INC.**, a Florida corporation, as General Partner, and **INTEGRATED HEALTH SERVICES, INC.**, a Delaware corporation, and **WILLIAM P. KENNEDY**, as Limited Partners, of **U.D. MARKETING, LTD.**, a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution create a limited partnership which complies with Chapter 620 of the Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is U.D. MARKETING, LTD.
2. Address and Office. The address and office of the Partnership will be 4121 34th Street, Orlando, Florida 32811. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes will be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service of process on the Partnership will be William P. Kennedy, whose address is 4121 34th Street, Orlando, Florida 32811.
4. Name and Business Address of General Partner. The General Partner is U.D. MARKETING, INC., a Florida corporation. The address of the General Partner is 4121 34th Street, Orlando, Florida 32811.  
897000090066
5. Mailing Address of Partnership. The mailing address for the Partnership is 10065 Red Run Blvd., Owings Mills, Maryland 20017.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve will be December 31, 2020.
7. Right to Sell or Assign. The Limited Partners do not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.
8. Additional Limited Partners. No person, firm, corporation or other entity will be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

**GENERAL PARTNER:**

U.D. MARKETING, INC., a Florida corporation

By: William P. Kennedy  
Name: William P. Kennedy  
Its: President

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of U.D. MARKETING, LTD., I hereby accept and agree to act in this capacity.

William P. Kennedy  
William P. Kennedy

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**AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF THE LIMITED PARTNERS**

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U.D. MARKETING, INC., a Florida corporation, the sole General Partner of U.D. MARKETING, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partner is:

<u>Limited Partner</u>	<u>Capital Contribution</u>
Integrated Health Services, Inc.	\$4,000,000
William P. Kennedy	\$10,000

2. The total amount anticipated to be contributed by the Limited Partners is \$4,010,000.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

U.D. MARKETING, INC., a Florida corporation

By: William P. Kennedy  
Name: William P. Kennedy  
Its: President