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ROBERT J. GRONEK
ALSO ADMITTED IN OHIO

POST OFFICE BOX 3353
ORLANDO, FLORIDA 32802

October 28, 1997

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
BUREAU OF CORPORATE RECORDS
P. O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Re: GKS Properties I, Ltd.

Dear Sir/Madam:

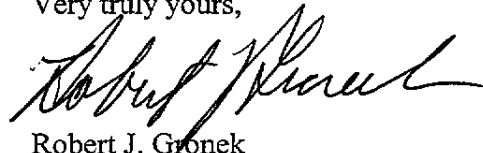
Please find enclosed the following documents relating to the above-referenced corporation:

1. Three originals of a Certificate of Limited Partnership;
2. A check in the amount of \$87.50 (\$52.50 for filing fee; and; and \$35.00 for Registered Agent Designation); and
3. A photocopy of the executed Certificate of Limited Partnership.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Certificate of Limited Partnership. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,


Robert J. Gronek

Name	10/30/97
Availability	doc
Document Examiner	DOC
Updater	DOC
Updater Verifier	DOC
Acknowledgements	RIG/msj
Enclosures	DOC
W. P. Verifier	DOC

UNSTATIONED CLIENTS SERVED AS OF 10/17/97 10:30 SEC STA

FILED
97 NOV 12 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA's name is
KP+L Services, Inc

TC
\$990.00

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1997

ROBERT J. GRONEK
KAY PANZL & LATHAM, LLP
P.O. BOX 3353
ORLANDO, FL 32802

SUBJECT: GKS PROPERTIES I, LTD.
Ref. Number: W97000024752

We have received your document for GKS PROPERTIES I, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have down as the registered agent a company by the name of KPL Services, Inc. According to our records the name of the company is KP&L Services, Inc. Please verify the name and make the proper corrections.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 797A00052780

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GKS PROPERTIES I, LTD.,
a Florida Limited Partnership**

The undersigned, being desirous of forming a limited partnership pursuant to the laws of the state of Florida, hereby certify as follows:

1. Name of Limited Partnership. The name of the limited partnership is **GKS PROPERTIES I, LTD.**, a Florida limited partnership (the "Partnership").

2. Recordkeeping Office. The records of the Partnership shall be kept at 1111 S. Orange Avenue, 4th Floor, Orlando, Florida 32806.

3. Agent for Service of Process; Address of Registered Agent. The initial agent of the Partnership for service of process shall be KPL Services, Inc., c/o R. Gronek, 390 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

4. General Partner. The name and business address of the sole initial General Partner of the Partnership is as follows:

<u>Name</u>	<u>Address</u>
Med-Management Group, Inc. 997000088750	1111 S. Orange Avenue, 4th Floor Orlando, Florida 32806

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

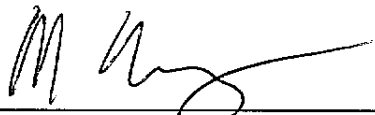
5. Address of Partnership. The mailing address of the Partnership is 1111 S. Orange Avenue, 4th Floor, Orlando, Florida 32806.

6. Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2050.

7. Capital Contributions. Pursuant to Florida Statute Section 620.108, an affidavit setting forth the present and anticipated capital contributions of the limited partners of the Partnership is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate of Limited Partnership on this 27th day of October, 1997.

MED-MANAGEMENT GROUP, INC.,
a Florida corporation

By: 
Name: Michael M. Gutierrez, President

ACCEPTANCE OF APPOINTMENT

The undersigned, KP&L Services, Inc. by its President, Joseph R. Panzl, hereby acknowledges and accepts its appointment as registered agent of **GKS PROPERTIES I, LTD.**, a Florida limited partnership (the "Partnership"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited partnership Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 620 of the Florida Statutes.

Dated this 27th day of October, 1997.

KP&L SERVICES, INC.

By: Joseph R. Panzl
Joseph R. Panzl, President

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TALLAHASSEE, FLORIDA

Exhibit A

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
GKS PROPERTIES I, LTD.,
a Florida Limited Partnership**

The undersigned, being the general partner of **GKS PROPERTIES I, LTD.**, a Florida limited partnership (the "Partnership"), having been first duly sworn, hereby declare as follows:

1. Each of the limited partners of the Partnership have made initial capital contributions to the Partnership in the amount of \$990.00.
2. It is not anticipated that the limited partners will make any further capital contributions to the Partnership.

FURTHER AFFLIANT SAYETH NOT.

MED-MANAGEMENT GROUP, INC.,
a Florida corporation

By: *Michael M. Gutierrez*
Name: Michael M. Gutierrez, President

State of Florida)
) ss.
County of Orange)

Before me, the undersigned authority, personally appeared Michael M. Gutierrez, who is the President of Med-Management Group, Inc., a Florida corporation, and who is personally known to me or who produced _____ as identification, and, having been duly sworn, acknowledged that he signed the foregoing for the purposes set forth therein.



James B Geisler
My Commission CC581780
Expires Sep. 02, 2000

James B. Geisler
Notary Public, State of Florida
Print Name: James B. Geisler
Commission Expires: Sep. 02, 2000

**ADDENDUM TO
CERTIFICATE OF LIMITED PARTNERSHIP**

Total initial capital contributions to the Limited Partnerships by the limited partners is \$2,970.00.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**