

A97000002641



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 622058

Patricia Popik

AUTHORIZATION :

COST LIMIT : \$ 1837.50

ORDER DATE : December 4, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 622058-010

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
MACLEAN & EMA

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -8 PM 4: 14

FILED

100002362801---8

CM

DOMESTIC FILING

NAME: ZOHLMAN, 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: Daniel W Leggett

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 DEC -8 AM 10:50
DIVISION OF CORPORATION
97 DEC -4 AM 11:36

RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP
OF ZOHLMAN, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

- (1) **Name of Limited Partnership.** The name of the Limited Partnership is ZOHLMAN, LTD.
- (2) **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (3) **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Laura G. MacLean, Esquire, C/O MacLean and Ema 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (4) **General Partner.** The name and business address of each General Partner in the Limited Partnership is as follows:

Name

Business Address

Zohlman, Inc.

Robert S. Zohlman, M.D., President

3490 Ridgeview Drive
Santa Rosa, California 95404

- (5) **Address of Partnership.** The mailing address of the Limited Partnership is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (6) **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2027.

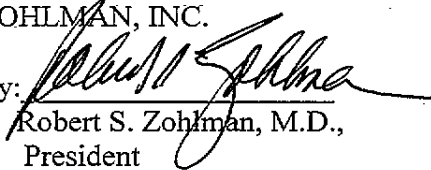
Dated: November 28, 1997.
Pompano Beach, Florida

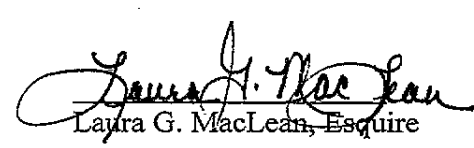
GENERAL PARTNER

RESIDENT AGENT

ZOHLMAN, INC.

By:


Robert S. Zohlman, M.D.,
President


Laura G. MacLean, Esquire

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned Robert S. Zohlman, M.D., President of Zohlman, Inc., who is the only General Partner of ZOHLMAN, LTD., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

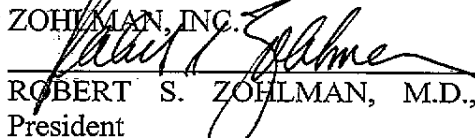
- (1) The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Zohlman, Ltd.	\$400,000
Charles Zohlman	\$39,600,000

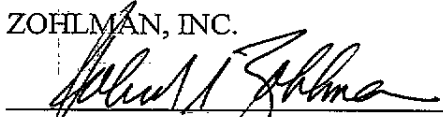
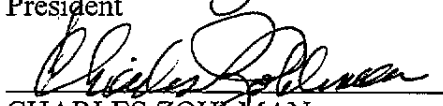
- (2) There are no additional capital contributions that are contemplated at this time.

Dated: November 28, 1997,
Pompano Beach, Florida


General Partner:

ZOHLMAN, INC.

ROBERT S. ZOHLMAN, M.D.,
President

Limited Partners:

ZOHLMAN, INC.

ROBERT S. ZOHLMAN, M.D.
President

CHARLES ZOHLMAN

SWORN TO and subscribed before me this 28th day of November 1997.


Notary Public/State of Florida
(SEAL)

My commission expires:

OFFICIAL NOTARY SEAL
LAURA G MACLEAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC603342
MY COMMISSION EXP. DEC. 8, 2000