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COPY

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1300 EAST NINTH STREET
CLEVELAND, OHIO 44114-1503
216-241-2838
FAX: 216-241-2837

January 28, 1998

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****980.00 ****980.00

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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CM

Re: Independent Physicians Association of Sarasota, Ltd.

Dear Sir or Madam:

Enclosed for filing is a Certificate of Limited Partnership and Affidavit of Capital Contributions of Independent Physicians Association of Sarasota, Ltd., a Florida limited partnership. Also enclosed is a check in the amount of \$980 to cover the filing fee for the Certificate and Affidavit, and a check for \$87.50 for the fee for designation of a registered agent and one certified copy of all the enclosed documents.

Should you have any questions regarding the enclosed documents, please contact the undersigned at 513-357-9355. Please file stamp the enclosed extra copy of this letter and documents and return them to the undersigned in the self addressed, stamped envelope enclosed.

Sincerely,

Robert E. Rich

Robert E. Rich

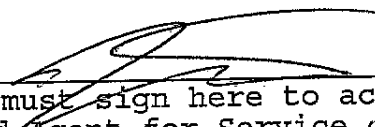
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RER:mja

Enc.

cc: Ms. Barbara A. Hankin

CERTIFICATE OF LIMITED PARTNERSHIP
OF

1. INDEPENDENT PHYSICIANS ASSOCIATION OF SARASOTA, LTD.
(Name of Limited Partnership; must contain a suffix such
as "Limited," "Ltd.," or "Limited Partnership")
2. 921 S. Beneva Road, Sarasota, Florida 34232
(The Business Address of Limited Partnership)
3. John M. Steele, M.D.
(Name of Registered Agent for Service of Process)
4. 921 S. Beneva Road, Sarasota, Florida 34232
(Florida Street Address for Registered Agent)
5. X 
(Registered Agent must sign here to accept designation
as Registered Agent for Service of Process)
6. 921 S. Beneva Road, Sarasota, Florida 34232
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be
dissolved is December 31, 2036.

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TALLAHASSEE, FLORIDA

- | 8. NAME OF GENERAL PARTNER ^{per 35(a)} | SPECIFIC ADDRESS |
|--|---|
| Independent Physicians
Association of Sarasota,
P.A. (a Florida professional
association) | 921 S. Beneva Road
Sarasota, Florida 34232 |

Signed this 14 day of November, 1997.

INDEPENDENT PHYSICIANS
ASSOCIATION OF SARASOTA, P.A.,
General Partner

By X 
John M. Steele, M.D.
President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the sole general partner of Independent Physicians Association of Sarasota, Ltd., a Florida limited partnership, certifies:

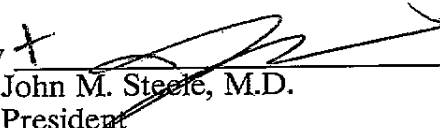
The amount of capital contributions to date of the limited partners is \$ 129,900.⁰⁰

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 140,000.⁰⁰

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

INDEPENDENT PHYSICIANS
ASSOCIATION OF SARASOTA, P.A.

By 
John M. Steele, M.D.
President

November 14, 1997.

5586AFF.RER

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TALLAHASSEE, FLORIDA