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CORPORATION(S) NAME

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Arlington Capitalated Medical Organization, L.P.

- | | | |
|---------------------------------------------------------|-------------------------------------------------|------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC Filing |
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 27, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ARLINGTON CAPITATED MEDICAL ORGANIZATION, L.P.
Ref. Number: W98000006903

We have received your document for ARLINGTON CAPITATED MEDICAL ORGANIZATION, L.P. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Current Florida law does not allow Florida limited partnerships to use the suffix "L.P." Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

ALSO, before this partnership can be filed, its corporate general partner will have to be incorporated. And SINCE the G.P. is NOT going to use the name ARLINGTON, INC., please see that the corporation's new name is entered throughout the limited partnership documents.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 598A00016629

*Buck,
Please Backdate!*

Thank You!

Hope - CT

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98 MAR 30 AM 11:14
DIVISION OF CORPORATIONS

MAR. 24. 1998 1:59PM

STRADLEY RONON LLP

NO. 5034 P. 3

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ARLINGTON CAPITATED MEDICAL ORGANIZATION, LTD. —

The Undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, as amended, Florida Statutes, Title 36, Chapter 620, does hereby certify as follows:

1. The name of the limited partnership is Arlington Capitated Medical Organization, Ltd.
2. The mailing address of the limited partnership is c/o PhyTrust, Ltd., 1204 N. University Drive, Plantation, Florida 33322.
3. The address of the limited partnership's registered office in the State of Florida is c/o PhyTrust, Ltd., 1204 N. University Drive, Plantation, Florida 33322. The name of the limited partnership's registered agent for service of process in the State of Florida at such address is Neil A. Natkow.
4. The latest date upon which the limited partnership is to be dissolved is December 31, 2028.
5. The name and business address of the general partner is as follows:

NAME

Arlington Partners, Inc.

998 000028939

BUSINESS ADDRESS

c/o PhyTrust, Ltd.
1204 N. University Drive
Plantation, FL 33322

IN WITNESS WHEREOF, the Undersigned has executed this Certificate of Limited Partnership of Arlington Capitated Medical Organization, Ltd. as of March 24th, 1998.

ARLINGTON Partners, Inc.
General Partner

By:

Name: Neil A. Natkow
Title: President

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF Broward

BEFORE ME, the undersigned authority, this day personally appeared Neil Natkow, President of Arlington Partners, Inc. ("Affiant"), who, being first duly sworn, says:

1. That Affiant is the President of Arlington Partners, Inc. general partner of ARLINGTON CAPITATED MEDICAL ORGANIZATION, LTD., a Florida limited partnership ("Arlington CMO").
2. That the amount of the initial capital contribution ("Initial Capital Contribution") of the limited partners of Arlington CMO is Four Hundred Dollars (\$400.00). The amount anticipated to be contributed by the limited partners of Arlington CMO during the existence of Arlington CMO, not including the Initial Capital Contribution, is Seven Thousand and Two Hundred Dollars (\$7,200.00).
3. That this Affidavit is made pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, as amended, for the purpose of accompanying the Certificate of Limited Partnership for filing with the Department of State of Florida.

Further Affiant sayeth not.

ARLINGTON CAPITATED MEDICAL ORGANIZATION, LTD.
A Florida Limited Partnership



By: Neil A. Natkow,
President of Arlington Partners, Inc.
General Partner

STATE OF FLORIDA

COUNTY OF Broward

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MAR. 24. 1998 1:59PM

STRADLEY RONON LLP

NO. 5034 P. 5

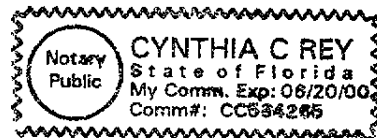
The foregoing instrument was acknowledged before me this 15 day of March, 1998, by Neil A. Natkow, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC

Name:

Serial #:

My Commission Expires:



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Neil A. Natkow is familiar with and accepts the obligations of the position of registered agent of Arlington Capitated Medical Organization, Ltd. as provided for in section 620.192 of the Florida Revised Uniform Limited Partnership Act, and hereby accepts his appointment to such position.

Date 3/25/98

Neil A. Natkow
Neil A. Natkow

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