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April 29, 1998

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Our File No.: 12216-1

VIA FEDERAL EXPRESS

Florida Department of State
Corporations Division - Limited Partnerships
409 East Gaines Street
Tallahassee, FL 32399

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***1837.50 ***1837.50

Re: Physician's Choice Management, Ltd.

Dear Sir or Madam:

Enclosed please find one signed original and three (3) photocopies of a Certificate and Agreement of Limited Partnership, an Affidavit of Capital Contribution, and a Certificate of Acceptance as Registered Agent for Physician's Choice Management, Ltd. Also enclosed is our check in the amount of \$1,837.50 for the filing fee (\$1,750.00), the Designation of Registered Agent fee (\$35.00), and the fee for a certified copy (\$52.50).

Please deliver the certified copy to the undersigned's attention. Enclosed is a pre-addressed Federal Express airbill for your use; the shipping fee will be charged to our firm.

Thank you for your assistance in this matter. If you have any questions or need additional information, kindly contact the undersigned at the telephone number indicated above.

Sincerely,

Pamela A. Stiglitz
Paralegal

Enclosures

cc: Jack K. McMullen, Esq. (without enclosures)

A98-1103

Name	WPAH
Availability	WPAH
Document Examiner	WPAH
Updater	WPAH
Updater Verifier	WPAH
Acknowledgement	WPAH
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CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTION OF
PHYSICIAN'S CHOICE MANAGEMENT, LTD.

This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution is entered into as of the 27th day of April, 1998, by and between Physician's Choice Surgery Center, Inc., a Florida corporation, as the General Partner, and Patrick T. Hunter II, M.D., as Original Limited Partner of PHYSICIAN'S CHOICE MANAGEMENT, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement 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 PHYSICIAN'S CHOICE MANAGEMENT, LTD.

2. Address and Office. The address and office of the Partnership shall be 1435 Division Avenue, Ocoee, Florida 34762. The records required to be kept by the Partnership pursuant to Section 620.106 of the Florida Statutes shall be maintained at the office of the Partnership.

3. Agent for Service of Process. The agent for service of process on the Partnership shall be Richard M. Robinson, whose address is 201 East Pine Street, Suite 1200, Orlando, Florida 32801.

4. Name and Business Address of General Partner. The General Partner is Physician's Choice Surgery Center, Inc., a Florida corporation, whose address is 1435 Division Avenue, Ocoee, Florida 34762. p97000029212

5. Mailing Address for Limited Partnership. The mailing address for the Partnership is 1435 Division Avenue, Ocoee, FL 34762.

6. Latest Date of Dissolution. The latest date upon which the Partnership is dissolve shall be December 31, 2038.

7. Right to Sell or Assign. The Limited Partner does not have the right to transfer his interest in the Partnership without the written consent of the General Partner.

8. Additional Limited Partners. No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.


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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, the undersigned has executed this Certificate and Agreement
of Limited Partnership as of the day, month and year first above written.

GENERAL PARTNER:

PHYSICIAN'S CHOICE SURGERY
CENTER, INC., a Florida corporation

By: _____


Patrick T. Hunter II, M.D.,
its President

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of PHYSICIAN'S CHOICE MANAGEMENT, LTD., I hereby accept and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

DATED this 27th day of April, 1998.



Richard M. Robinson

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AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS
OF PHYSICIAN'S CHOICE MANAGEMENT, LTD.

Physician's Choice Surgery Center, Inc., a Florida corporation, the General Partner of PHYSICIAN'S CHOICE MANAGEMENT, 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 Original Limited Partner is:

<u>Original Limited Partner</u>	<u>Capital Contribution</u>
Patrick T. Hunter II, M.D.	\$100.00

2. The total amount anticipated to be contributed by the Limited Partners is \$625,000.00.


FURTHER AFFIANT SAYETH NOT.

Dated this 27th day of April, 1998.

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DIVISION OF CORPORATIONS
98 APR 30 PM 3:13

PHYSICIAN'S CHOICE SURGERY CENTER, INC.,
a Florida corporation

By: _____


Patrick T. Hunter II, M.D., President