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*OF COUNSEL
PLEASE REPLY TO TAMPA

FILE NO. 33426.97370

May 18, 1998

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Florida Trans-Mobile Services, Ltd.

Dear Sir/Madam:

Enclosed please find for filing the following documents for Florida Trans-Mobile Services, Ltd., and our firm check in the amount of \$1,802.50 for the filing fee. The fees include \$52.50 for furnishing a certified copy, and \$1,750.00 for filing of the original Certificate of Limited Partnership.

1. Certificate of Limited Partnership of Florida Trans-Mobile Services, Ltd.
2. Capital Affidavit
3. Short Form Limited Partnership Agreement of Florida Trans-Mobile Services, Ltd.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Please call me if you have any questions. Thank you.

Very truly yours,

Linda M. Werner

Linda M. Werner
Legal Assistant

encls
0021934.01

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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DIVISION OF CORPORATIONS
98 MAY 19 AM 9:19

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA TRANS-MOBILE SERVICES, LTD.**

1. **Partnership Name.** The name of this Partnership is Florida Trans-Mobile Services, Ltd.
2. **Effective Date.** This Certificate is intended to be effective upon filing with the Department of State.
3. **Execution.** This Certificate was duly executed and is being filed in accordance with Section 620.109(7), Florida Statutes.
4. **Recordkeeping Office; Agent.** The address of the Partnership's recordkeeping office is 6002 49th Street North, St. Petersburg, Florida 33709-2139, and the name and address of the agent for service of process on the Partnership is Bay Area Partners, 6002 49th Street North, St. Petersburg, Florida 33709-2139.
5. **General Partner.** The name and address of the General Partner of the Partnership is Bay Area Partners, 6002 49th Street North, St. Petersburg, Florida 33709-2139.
6. **Mailing Address.** The mailing address of the Partnership is 6002 49th Street North, St. Petersburg, Florida 33709-2139.
7. **Dissolution Date.** The latest date upon which the Partnership is to dissolve is December 31, 2020.

BAY AREA PARTNERS, a Florida
general partnership

By: Margie Irvin
Margie Irvin, Chief Executive Officer

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ACCEPTANCE AND ACKNOWLEDGMENT

The undersigned hereby accepts to act as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accept the obligations of Section 620.192, Florida Statutes.

BAY AREA PARTNERS, a Florida
general partnership

By: Margie Irvin
Margie Irvin, Chief Executive Officer

**SHORT FORM LIMITED PARTNERSHIP AGREEMENT
OF
FLORIDA TRANS-MOBILE SERVICES, LTD.**

This Agreement, made this 7th day of May, 1998, by and between BAY AREA PARTNERS, a Florida general partnership ("BAP"), and MARGIE IRVIN.

1. Formation of Partnership. The parties hereby form a limited partnership (hereinafter called the "Partnership") under the Florida Revised Uniform Limited Partnership Act, which law, except as expressly provided herein, shall govern the rights and obligations of the parties hereto.

2. Name. The name of the Partnership shall be FLORIDA TRANS-MOBILE SERVICES, LTD.

3. Character of Business. The character of the business of the Partnership is a business which provides kidney lithotripsy services to medical facilities. The Partnership shall also make investments and expenditures and take any and all action and engage in any and all activity which is incidental or reasonably related to the foregoing.

4. Principal Place of Business. The principal place of business of the Partnership shall be at its offices located at 6002 49th Street North, St. Petersburg, Florida 33709-2139. The General Partner may, on behalf of the Partnership, change the place of business from time to time upon notice to the Limited Partners.

5. General and Limited Partners. The names and addresses of the general and initial limited partner of the Partnership are as follows:

General Partner:

Bay Area Partners

G96309000198
6002 49th Street North
St. Petersburg, FL 33709-2139

Initial Limited Partner:

Margie Irvin

6002 49th Street North
St. Petersburg, FL 33709-2139

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6. Term. The term of the Partnership shall commence upon the filing of the Certificate of Limited Partnership of the Partnership with the Department of State, State of Florida, and shall terminate December 31, 2010, unless sooner terminated or extended in accordance with law or this Agreement.

7. **Capital Contributions.** The capital contribution of the Initial Limited Partner to the Partnership is \$1.00 and the capital contribution of the General Partner to the Partnership is \$99.00.

8. **Allocation of Profits and Losses, Income, Gain, Loss, Deduction, and Credits.** Profits and losses and income, gain, loss, deduction, and credits shall be allocated to the Partners (both General and Limited) pro rata in the proportion that the capital contribution of each Partner bears to the capital contributions of all Partners.

9. **Amendment to Agreement.** It is contemplated by the General Partner and the Initial Limited Partner that this Agreement shall, upon the admission of additional Limited Partners, be superseded in its entirety by a longer form Limited Partnership Agreement in form and substance determined by the General Partner. The Initial Limited Partner agrees to execute such amendment upon request of the General Partner.

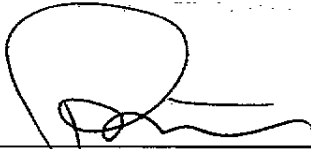
10. **Filing of Certificate.** A Certificate of Limited Partnership shall be filed with the Department of State, State of Florida, in accordance with the Florida Revised Uniform Limited Partnership Act.

IN WITNESS WHEREOF, the parties have hereunto signed this Short Form Limited Partnership Agreement of Florida Trans-Mobile Services, Ltd., as of the day and year first above written.

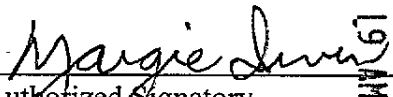
WITNESSES:

FLORIDA TRANS-MOBILE SERVICES,
LTD., a Florida limited partnership

By: BAY AREA PARTNERS, a Florida
general partnership




Linda M. Werner

By: 

Authorized Signatory

GENERAL PARTNER



Linda M. Werner



Margie Irvin

INITIAL LIMITED PARTNER

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MAY 19 98 AM 9:20

CAPITAL AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a duly commissioned Notary Public within and for the State and County aforesaid, personally appeared MARGIE IRVIN, who, after being duly sworn as required by law, deposes and says:

1. That she is the Chief Executive Officer of Bay Area Partners, a Florida general partnership ("BAP").

2. That BAP is the General Partner of Florida Trans-Mobile Services, Ltd., a Florida limited partnership (the "Partnership").

3. That the amount of capital contribution of the Initial Limited Partner of the Partnership is \$1.00.

4. That it is not anticipated that the Initial Limited Partner of the Partnership will contribute additional capital to the Partnership and upon the admission of additional limited partners, the Initial Limited Partner will withdraw as a limited partner of the Partnership. The amount of capital contributions to be contributed to the Partnership by additional limited partners will be between \$225,000 and \$600,000.

5. That she makes this Affidavit for the purpose of complying with Section 620.108, Florida Statutes.

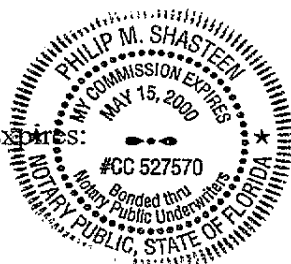
FURTHER AFFIANT SAITH NOT.

Margie Irvin
Margie Irvin

The foregoing Affidavit was subscribed and sworn to before me this 7th day of May, 1998, by MARGIE IRVIN, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced driver's license identification and who (did/did not) take an oath.

My Commission Expires:

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05/03/98 1:15 PM



[Signature]
Notary Public

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98 MAY 19 AM 8:00