



THE UNITED STATES
CORPORATION
COMPANY

A98000001421

ACCOUNT NO. : 072100000032

REFERENCE : 845457 87551A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 140.00

ORDER DATE : June 5, 1998

ORDER TIME : 12:49 PM

ORDER NO. : 845457-015

CUSTOMER NO: 87551A

CUSTOMER: Joan V. Dalie, Legal Asst
LAWRENCE B. JURAN, PA

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

300002552063--3

*File
3/2/98*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 4: 38

DOMESTIC FILING

NAME: NORTH FULTON MEDICAL INVESTORS
LIMITED PARTNERSHIP

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: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 JUN -8 PM 4: 07
DIVISION OF CORPORATION

MP
6/8/98

**CERTIFICATE OF LIMITED PARTNERSHIP
NORTH FULTON MEDICAL INVESTORS LIMITED PARTNERSHIP**

The undersigned certifies as follows with respect to North Fulton Medical Investors Limited Partnership, a limited partnership to be formed under the laws of the State of Florida:

1. Name of Partnership. The name of the Partnership is North Fulton Medical Investors Limited Partnership.

2. Office; Agent. The address of the office of the Partnership is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410. The name and address of the agent for service of process is Dasco Development Corporation, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410.

3. General Partner. The name of the sole General Partner is North Fulton Medical Equity Investors Limited Partnership, a Florida limited partnership, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410, and its business is acting as General Partner of the Partnership.

4. Mailing Address. The mailing address of the Partnership is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410.

5. Termination. The latest date on which the Partnership is to dissolve is December 31, 2098.

NORTH FULTON MEDICAL EQUITY INVESTORS
LIMITED PARTNERSHIP, a Florida limited partnership, its
sole general partner

By: NORTH FULTON MEDICAL EQUITY CORPORATION, a Florida corporation, its sole general partner

By: 
Patrick J. DiSalvo
Vice President

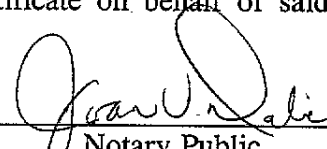
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Be it known that on the 3rd day of June, 1998, before me, a duly authorized Notary Public in and for the State and County aforesaid, personally came Patrick J. DiSalvo, Vice President of North Fulton Medical Equity Corporation, a Florida corporation, to me known to be the person described in and who executed the foregoing certificate on behalf of said Corporation. He is personally known to me.

My Commission Expires:



Joan V. Dalia
MY COMMISSION # CC056228 EXPIRES
July 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 4:38

The undersigned, Partick J. DiSalvo ("Affiant"), being first duly sworn, deposes and says that:

1. Affiant is the Vice President of North Fulton Medical Equity Corporation, a Florida corporation, which is the sole general partner of North Fulton Medical Equity Investors Limited Partnership, which is the sole general partner of North Fulton Investors Limited Partnership (the "Partnership"), a limited partnership formed under the laws of the State of Florida.

2. The amount of capital contributions to date of the limited partners is \$10.00. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

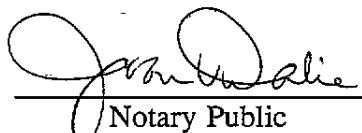
IN WITNESS WHEREOF, the undersigned has set his hand and seal this 3rd day of June, 1998.



Patrick J. DiSalvo

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Subscribed, sworn to and acknowledged before me this 3rd day of June, 1998, by Patrick J. DiSalvo in his capacity as Vice President of North Fulton Medical Equity Corporation.



Notary Public

My Commission Expires:



Joan V. Dalie
MY COMMISSION # CC#56228 EXPIRES
July 5, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED CORPORATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED CORPORATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

Dated: June 3, 1998

DASCO DEVELOPMENT CORPORATION,
a Florida corporation

By: _____



Patrick J. DiSalvo
Executive Vice President