

GLENN R. PADGETT

Attorney at Law

A98000001509

June 18, 1998

Corporate Records Bureau  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

600002565586--5  
-06/19/98--01072--001  
\*\*\*1837.50 \*\*\*1837.50

Re: LADY LAKE MEDICAL GROUP, LTD., A Florida Limited  
Partnership

Dear Clerk:

Enclosed is an original and one copy of Certificate of Limited Partnership for Lady Lake Medical Group, Ltd., together with a check payable to your order covering the following items:

Filing Fee	\$1,750.00
Certified Copy of	
Certificate of Limited Partnership	52.50
Registered Agent Designation	<u>35.00</u>
<b>TOTAL</b>	<b>\$1,837.50</b>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 PM 3:20

Kindly return to me a certified copy of the Certificate of Limited Partnership in the enclosed envelope.

Thank you.

Very truly yours,

*Glenn R. Padgett*  
Glenn R. Padgett

Name	
Availability	<i>met</i>
Document	
Examiner	<i>met</i>
Updater	<i>met</i>
Updater	
Verifier	<i>met</i>
Acknowledgement	<i>met</i>
W. P. Verifier	<i>met</i>

A98-1509

Post Office Box 730177  
Ormond Beach, FL 32173-0177  
Telephone: (904) 947.6446  
Cellular: (904) 295-0373  
Fax: (904)-947.6884

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LADY LAKE MEDICAL GROUP, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 - 620.186 of Florida Statutes, 1997, does hereby certify:

1. The name of the partnership is:

**Lady Lake Medical Group, Ltd., A Florida Limited Partnership.**

2. The address of the record keeping office required by Section 620.105(1), Florida Statutes is:

2020 SE 17<sup>th</sup> Street  
Ocala, Florida 34471

3. The name and address of the agent for service of process required by Section 620.105(2), Florida Statutes is:

Medical Management Associates of Central Florida, Inc.  
a Florida corporation  
2020 SE 17<sup>th</sup> Street  
Ocala, Florida 34471

4. The name and business address of the general partner is:

Medical Management Associates of Central Florida, Inc.  
a Florida corporation  
2020 SE 17<sup>th</sup> Street  
Ocala, Florida 34471

5. The mailing address for the limited partnership is:

2020 SE 17<sup>th</sup> Street  
Ocala, Florida 34471

6. The partnership shall exist for an indefinite period, commencing on the date on which the Certificate of Limited Partnership is filed with the Secretary of State of Florida. The limited partnership shall not be terminated by reason of the death, dissolution, withdrawal, expulsion of a limited partner, or admission of a new limited partner.

7. The amount of cash and a description and the agreed value of the other property contributed by each limited partner as a capital contribution is contained in the attached affidavit of capital contributions.

8. The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

In witness whereof, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 17<sup>th</sup> day of June 1998.

**Medical Management Associates  
of Central Florida, Inc., a Florida corporation**

By: Michael P. Hill  
Michael P. Hill, an authorized officer

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as an authorized officer and on behalf of Medical Management Associates of Central Florida, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for **Lady Lake Medical Group, Ltd.**, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192 Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

**Medical Management Associates  
of Central Florida, Inc., a Florida corporation**

By: Michael P. Hill  
Michael P. Hill, an authorized officer

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
BY  
LIMITED PARTNERS  
TO  
LADY LAKE MEDICAL GROUP, LTD.**

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STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF MARION    )

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and take acknowledgments in and for the State and County aforesaid, personally appeared Michael P. Hill, as Secretary and Treasurer of Medical Management Associates of Central Florida, Inc., a Florida corporation (the "Corporation"), which corporation is the sole general partner of **LADY LAKE MEDICAL GROUP, LTD.**, a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the Secretary and Treasurer and duly authorized to act on behalf of the Corporation which is the sole general partner of the Limited Partnership.

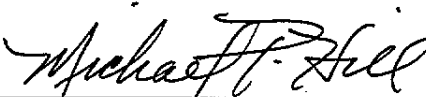
2. The amount of cash and a description and the agreed value of the other property contributed and anticipated to be contributed by the limited partners of **Lady Lake Medical Group, Ltd.**, to the partnership as capital contributions is as follows:

Cash	\$1,260,000.00
Real Property in Lady Lake, FL	<u>250,000.00</u>
Total Value of Capital Contributions	\$1,510,000.00

3. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate amount of \$2,000 of the total capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

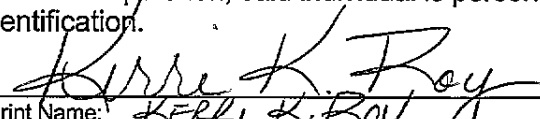
4. Affiant is familiar with the nature of an oath and with the penalties provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

  
\_\_\_\_\_  
Michael P. Hill, as Secretary and Treasurer and on behalf of Medical Management Associates of Central Florida, Inc.

The foregoing instrument was acknowledged, sworn to and subscribed before me this     day of June, 1998, by Michael P. Hill, as Secretary and Treasurer of Medical Management Associates of Central Florida, Inc., a Florida corporation, on behalf of such corporation; said individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

  
\_\_\_\_\_  
Print Name: KERRI K. ROY  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_  
