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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hialeah F Investors, LTD

29

CM

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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****428.75 ****148.75

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<input checked="" type="checkbox"/>	LTD Partnership File	Cert
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input checked="" type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
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<input type="checkbox"/>	Courier	

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DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED
PARTNERSHIP OF
HIALEAH I INVESTORS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Hialeah I Investors, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located
at:

3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

Lawrence B. Juran, P.A.
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

Hialeah I Medical Equity Investors, Ltd.
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

5. Mailing Address of the Partnership. The mailing address of the Partnership
is:

3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

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7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is July 31, 2098.

The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 28th day of July, 1998.

HIALEAH I MEDICAL EQUITY INVESTORS,
LTD., a Florida limited partnership, its Sole
General Partner

By: HIALEAH I MEDICAL EQUITY
CORPORATION, a Florida corporation,
Sole General Partner

By:


Patrick J. DiSalvo, Vice President

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 28th day of July, 1998.

LAWRENCE B. JURAN, P.A.

By:


Lawrence B. Juran, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

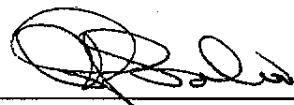
BEFORE ME, the undersigned notary public, personally appeared Patrick J. DiSalvo, Vice President of Hialeah I Medical Equity Corporation, a Florida corporation, which is the sole general partner of Hialeah I Medical Equity Investors, Ltd., a Florida limited partnership, which is the sole general partner of Hialeah I Investors, Ltd. (the "Partnership"), whose business address is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410, who, upon being duly sworn, certified on behalf of the Partnership the following:

1. The amount of capital contributions to the Partnership made by the limited partners is \$10.00.
2. The amount anticipated to be contributed by the limited partners is \$1,000.00.

FURTHER AFFIANT SAYETH NOT:

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Dated: July 28th, 1998.



Patrick J. DiSalvo

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 28th day of July, 1998 by Patrick J. DiSalvo, as Vice President of Hialeah I Medical Equity Corporation, a Florida corporation, on behalf of the corporation. Personally known X or produced _____ as identification.

NOTARY PUBLIC

Sign: Catherine M. Scott
Print: CATHERINE M. SCOTT
State of Florida at Large
My commission expires: _____
Serial Number, if any: _____

(NOTARIAL SEAL)

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CLERK OF STATE
TALLAHASSEE, FLORIDA