



THE UNITED STATES
CORPORATION
COMPANY

A 98000001829

ACCOUNT NO. : 072100000032

REFERENCE : 908752 3487A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL 29 AM 10:17
DIVISION OF CORPORATIONS

ORDER DATE : July 29, 1998

ORDER TIME : 2:03 PM

ORDER NO. : 908752-005

CUSTOMER NO: 3487A

900002602029--8
-07/30/98--01001--004
***1750.00 ***1750.00

CUSTOMER: Ms. Laurie Wright
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

900002602029--8
-07/30/98--01001--005
*****35.00 *****35.00

DOMESTIC FILING

NAME: GATOR FUND, LTD.

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: Janice Vanderslice

EXAMINER'S INITIALS:

5 BY 7/29/98

RECEIVED
98 JUL 29 PM 3:23
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP OF
GATOR FUND, LTD.

The undersigned, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, hereby certifies as follows:

1. The name of the partnership is "GATOR FUND, LTD.".
2. The initial registered office of the partnership is 2033 Main Street, Suite 600, Sarasota, FL 34237. The name of its initial registered agent is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.; Attn.: Charles J. Bartlett, Esquire

3. The name and business addresses of the only general partner is:

HealthCorp, Inc., a Tennessee corporation
authorized to transact business in the State of Florida
735 Broad Street
Suite 900, James Building
Chattanooga, TN 37402

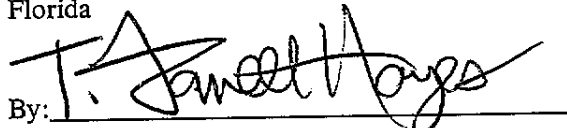
4. The mailing address for the limited partnership and its principal place of business in the State of Florida is c/o Robert Landry, Landmark Commodities, Inc., 8129 Regents Court, University Park, FL 34201.

5. The latest date upon which the limited partnership is to dissolve shall be July 1, 2038.

IN WITNESS WHEREOF, the parties hereto have signed this 22nd day of July,
1998.

GENERAL PARTNER:

HEALTHCORP, INC., a Tennessee corporation
authorized to transact business in the State of
Florida

By: 

T. Farrell Hayes
Its ~~President~~ Chairman & CEO

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98 JUL 22 AM 10:17

898000004372

STATE OF Tennessee
COUNTY OF Hamilton

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized in the state and county named above to administer oaths, personally appeared T. Farrell Hayes, as ~~President~~ ^{Chairman & CEO} of HEALTHCORP, INC., a Tennessee corporation authorized to transact business in the State of Florida, on behalf of said corporation. He ☒ is personally know to me; or ☐ produced _____ as identification, and executed the foregoing instrument and acknowledged that he executed the same on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 22nd day of July, 1998.

Pennie C. Stansell

Print Name: Pennie C. Stansell

Notary Public

My Commission Expires: 06-23-2001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 28 AM 10:17

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GATOR FUND, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, CHARLES J. BARTLETT, as an authorized agent of ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., on behalf of the Corporation hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of all duties of registered agent.

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DIVISION OF CORPORATION
98 JUL 29 AM 10:17

Witnesses:

Toni K. Hashem
Print Name: Toni K. Hashem
Sharon Fiolotte
Print Name: Sharon Fiolotte

REGISTERED AGENT:

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: Charles J. Bartlett, Its
Authorized Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of July, 1998, by CHARLES J. BARTLETT, as an authorized agent of ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., the Registered Agent, who is personally known to me; or [] who has produced _____ as identification.

Toni K. Hashem
Print Name: Toni K. Hashem
Notary Public
My Commission Expires: _____
Toni K. Hashem
Notary Public, State of Florida
Commission No. CC 622830
My Commission Exp. 4/16/2001
Bonded Through Fla. Notary Service & Bonding Co.

AFFIDAVIT OF CONTRIBUTION BY LIMITED PARTNERS

BEFORE ME, the undersigned authority personally appeared T. Farrell Hayes who is the President of HEALTHCORP, INC., a Tennessee corporation authorized to transact business in the State of Florida, the sole general partner of a certain Limited Partnership known as "GATOR FUND, LTD.", and who being first duly sworn deposes and says:

1. This affidavit is made pursuant to Section 620.108(1), Florida Statutes.
2. The capital contributions of the limited partners to the limited partnership are Ten Dollars (\$10.00), and the total amount anticipated to be contributed by the limited partners, including the foregoing amount is Five Million Dollars (\$5,000,000.00).

HEALTHCORP, INC., a Tennessee corporation
authorized to transact business in the State of
Florida

By: _____

T. Farrell Hayes
Its ~~President~~ Chairman & CEO

STATE OF Tennessee
COUNTY OF Hamilton

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized in the state and county named above to administer oaths, personally appeared T. Farrell Hayes, as ^{Chairman & CEO} ~~President~~ of HEALTHCORP, INC., a Tennessee corporation authorized to transact business in the State of Florida, on behalf of said corporation. He ☒ is personally know to me; or [] produced _____ as identification, and executed the foregoing instrument and acknowledged that he executed the same on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 22nd day of July, 1998.

Penni C. Stansell
Print Name: Penni C. Stansell
Notary Public
My Commission Expires: 06-23-2001