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CERTIFICATE OF LIMITED PARTNERSHIP OF SURGICAL INSTITUTE MEDICAL EQUITY INVESTORS, LTD.

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

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

Surgical Institute Medical Equity 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. <u>Name and Address of the General Partner</u>. The name and address of the sole general partner of the Partnership are:

Surgical Institute Medical Equity Corporation 3801 PGA Boulevard, Suite 1000 Palm Beach Gardens, FL 33410

5. <u>Mailing Address of the Partnership</u>. The mailing address of the Partnership

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

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

is:

7. <u>Dissolution of the Partnership</u>. The latest date upon which the Parties to dissolve is December 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 perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 5th day of August, 1998.

SURGICAL INSTITUTE MEDICAL EQUITY CORPORATION, a Florida corporation, Sole General Partner

Patrick J. DiSalvo, Vice President

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 5th day of August, 1998.

LAWRENCE/B. JURAN P.A.

Lawrence B. Julan, President

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DINISION OF CORPORATIONS ON SECRETARY OF CORPORATIONS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss)

BEFORE ME, the undersigned notary public, personally appeared Patrick J. DiSalvo, Vice President of Surgical Institute Medical Equity Corporation, a Florida corporation, which is the sole general partner of Surgical Institute Medical Equity Investors, Ltd., a Florida limited partnership (the "Partnership"), whose business address is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410, who, upon being duly sworn, certifies 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: August 5th, 1998.

Ratrick J. DiSalvo

DiSalvo, as Vice President of Su	pefore me this 5 th day of August, 1998 by Patrick Jurgical Institute Medical Equity Corporation, a Florida ration. Personally known or produced
	NOTARY PUBLIC
(NOTARIAL SEAL)	Sign:

