A98000002340

CSC THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 2:42

ACCOUNT NO. : 072100000032

REFERENCE : 987881 10329A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : October 7, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 987881-005

CUSTOMER NO: 10329A

CUSTOMER: Ms. Jan H. Ricker
HANKIN PERSSON & DARNELL
HANKIN PERSSON & DARNELL
Suite 400 & 406
2033 Main Street
Sarasota, FL 34237

(6)

RECEIVED
98 OCT -7 PM 12:09
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: HYDE PARK MEDICAL CENTER, LTD.

EFFECTIVE DATE:

600026578961--7
-10/07/98--01069--024
***1785.00 ***1785.00

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS: _____

10/9/98

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

RESUBMIT

Please give original submission date as file date.

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DIVISION OF CORPORATIONS
98 OCT 13 PM 2:12
DIVISION OF CORPORATION

BRENDA PHILLIPS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HYDE PARK MEDICAL CENTER, LTD.
Ref. Number: W98000022850

We have received your document for HYDE PARK MEDICAL CENTER, LTD. and your check(s) totaling $1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your $1,785.00 payment.

On the AFFIDAVIT OF CAPITAL CONTRIBUTIONS, you have to tell us two money amounts. You have to tell us the limited partner contribution amount to date. And then you have to tell us THE TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS. Because we have to base your filing fee on this amount, and because we have to require you to file a SUPPLEMENTAL AFFIDAVIT when this amount is surpassed, it has to be an EXACT AMOUNT. We cannot accept "additional limited partners may...make additional contributions."

If you wanted to tell us that $200,000 was the TOTAL ANTICIPATED AMOUNT, then the filing fee would be $1,435.00, and the partnership would file a SUPPLEMENTAL AFFIDAVIT when more limited partner contributions would be made.

If you wanted to pay our MAXIMUM filing fee of $1,785.00, you could then declare a total anticipated amount that you were sure would never be surpassed -- like $10,000,000.00 say. And then the partnership would NEVER have to file a SUPPLEMENTAL AFFIDAVIT.

ALSO, please note that we do NOT require the filing of the partnership's AGREEMENT. Please do not return this document unless there is some special reason for putting it on the public record.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00049952

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DIVISION OF CORPORATIONS
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Hankin, Persson & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suite 400
Sarasota, Florida 34237
Telephone (941) 957-0080
Facsimile (941) 957-0558

Lawrence M. Hankin
David P. Persson
Robert W. Darnell*
Andrew H. Cohen

*Board Certified Wills, Trusts & Estates

October 6, 1998

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32399

Re: Hyde Park Medical Center, Ltd.
Our File No. 5417-22

Dear Sirs:

Enclosed please find and original and one copy of the Certificate of Limited Partnership of Hyde Park Medical Center, Ltd. and Acceptance of Appointment as Registered Agent, as well as Affidavit of Capital Contributions.

Also enclosed is Check No. 1005 in the amount of $1,785.00 to cover the cost of filing said limited partnership.

Please return a copy of the Certificate of Limited Partnership and a Receipt upon filing of same.

Thank you for your assistance and continued cooperation.

Yours truly,

Jan Rucker
Legal Assistant

LAWRENCE M. HANKIN

LMH\jhr
Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP OF HYDE PARK MEDICAL CENTER, LTD., a Florida limited partnership

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DIVISION OF CORPORATIONS
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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name of the Partnership is **HYDE PARK MEDICAL CENTER, LTD.**

2. The address of the office of the Partnership is 921 S. Beneva Road, Sarasota, Florida 34232.

3. The name and address of the agent for service of process on the Partnership is **Lawrence M. Hankin, 2033 Main Street, Suite 400, Sarasota, Florida 34237.**

P98000078567

4. The names and business address of the sole General Partner is **EVERED, INC., a Florida corporation**, 7350 S. Tamiami Trail #39, Sarasota, Florida 34231-7000.

5. The mailing address of the Partnership is 7350 S. Tamiami Trail #39, Sarasota, Florida 34231-7000.

6. The latest date upon which the Partnership shall dissolve is November 1, 2035.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of **HYDE PARK MEDICAL CENTER, LTD.**, this 8th day of October, 1998.

GENERAL PARTNER:

EVERED, INC.

By: _____
FREDRIC S. SCHADT, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **HYDE PARK MEDICAL CENTER, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

_____
LAWRENCE M. HANKIN

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared **FREDRIC S. SCHADT**, as President of **EVERED, INC., a Florida corporation**, the General Partner of **HYDE PARK MEDICAL CENTER, LTD.** (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the initial limited partner is, in the aggregate, Two Hundred Thousand and No/100 ($200,000.00) Dollars.

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partner, however, additional limited partners may be admitted to the partnership who will make additional capital contributions. The total anticipated additional capital contributions will not exceed $2,000,000.00.

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.

EVERED, INC.

By: _____
FREDRIC S. SCHADT, President

Date: October 8, 1998.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing was acknowledged before me this 8th day of October, 1998, by **FREDRIC S. SCHADT**, as President of **EVERED, INC., a Florida corporation**, who is personally known to me: ✓ or who produced a Driver's License as identification: ____.

_____
(Type, Print or Stamp Name)
I am a Notary Public in and for the State of Florida and my commission expires: _____.

(NOTARIAL SEAL)

JAN H. RICKER
Notary Public, State of Florida
My Comm. Expires May 19, 2001
No. CC 625319