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DIVISION OF STATE  
TALLAHASSEE, FLORIDA  
October 12, 1998

FILED  
SECRETARY OF CORPORATIONS  
98 OCT 12 PM 3:20

**HAND DELIVERY**

Secretary of State's Office  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: Health Development Partners, Ltd.,  
Monticello Partnership, Ltd., and  
Greenville Partnership, Ltd.

000002661770--4  
-10/12/98--01096--021  
\*\*\*\*262.50 \*\*\*\*\*87.50

Dear Sir or Madam:

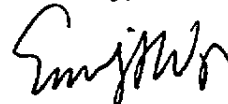
Enclosed for filing are the following original documents for filing with your office:

1. Certificate of Limited Partnership of the Health Development Partners, Ltd., a Florida limited partnership; Affidavit of Capital Contribution; and Certificate of Designation of Registered Agent/Registered Office;
2. Certificate of Limited Partnership of the Monticello Partnership, Ltd., a Florida limited partnership; Affidavit of Capital Contribution; and Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Limited Partnership of the Greenville Partnership, Ltd., a Florida limited partnership; Affidavit of Capital Contribution; and Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is our check in the amount of \$262.50 for the filing fees and registered agent fees.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

  
Emily S. Waugh

ESW/bg

Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP OF THE  
MONTICELLO PARTNERSHIP, LTD  
A FLORIDA LIMITED PARTNERSHIP

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I of the Florida Statutes, hereby states the following:

1. The name of the Partnership is the MONTICELLO PARTNERSHIP, LTD (the "Partnership").

2. The mailing address of the Partnership and its principal office address is: 2851 Remington Green Circle, Suite D  
Tallahassee, FL 32308

3. The name and address of the agent for service of process on the Partnership is Joseph D. Mitchell, 2851 Remington Green Circle, Suite D., Tallahassee, Florida 32308.

4. The name and business address of the General Partner, a Florida corporation with active status with the Florida Secretary of State, are:

J. P. Lake, Inc. P98000086461  
2851 Remington Green Circle, Suite D  
Tallahassee, Florida 32308

5. The latest date upon which the Partnership shall dissolve is December 31, 2049.

6. The effective date of this Certificate of Limited Partnership shall be upon filing.

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.

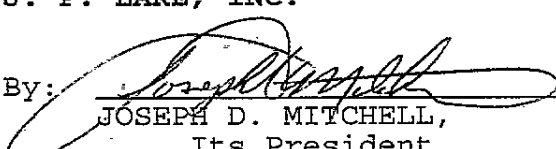
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of MONTICELLO PARTNERSHIP, LTD., on this 9th day of October, 1998.

General Partner

J. P. LAKE, INC.

(Seal)

By:

  
JOSEPH D. MITCHELL,  
Its President

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA

COUNTY OF LEON

The undersigned, as the General Partner of **MONTICELLO PARTNERSHIP, LTD.**, a Florida limited partnership (the "Partnership"), certifies as follows:

1. The total amount of capital contributions to the Partnership made by the Initial Limited Partners is \$7,000.

2. No additional capital contributions are anticipated to be contributed by the Limited Partners to the Partnership.

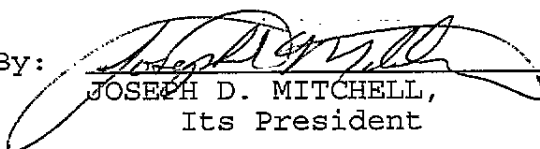
FURTHER AFFIANT SAITH NOT.

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

General Partner

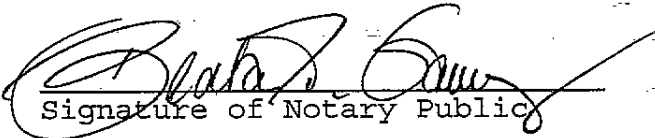
**J. P. LAKE, INC.**

By:

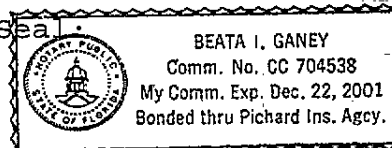
  
JOSEPH D. MITCHELL,  
Its President

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 9th day of October, 1998, by **JOSEPH D. MITCHELL**, as President of **J. P. LAKE, INC.**, [( )] who is personally known to me, or (X) who has produced driver's license [type of identification] as identification], as General Partner.

  
Signature of Notary Public

Notary Stamp/Seal



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is:

**MONTICELLO PARTNERSHIP, LTD.**

2. The name and address of the registered agent and office are:

**Joseph D. Mitchell  
2851 Remington Green Circle, Suite D  
Tallahassee, Florida 32308**

*Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Dated: October 9th, 1998

  
**JOSEPH D. MITCHELL**