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FLORIDA LIMITED PARTNERSHIP

THE MARK ANDREW OF THE PALM BEACHES, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE MARK ANDREW OF THE PALM BEACHES, LTD.

We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the partnership is to be conducted is **THE MARK ANDREW OF THE PALM BEACHES, LTD.**

2. The character of the business intended to be transacted by the partnership is as follows: Owning, developing, leasing, managing, and selling adult health care units as the General Partner may develop on behalf of the Partnership, and the Partnership will not engage in any business other than such activities as are necessary and incidental to such purpose.

3. The location of the principal place of business and the mailing address is to be at 2625 North Flagler Drive, West Palm Beach, Florida 33407, in the City of West Palm Beach, Florida.

4. (a) The name and address of the general partner interested in the partnership is as follows:

<u>Name</u>	<u>Address</u>
The Mark Andrew of the Palm Beaches, Inc.	2625 North Flagler Drive West Palm Beach, Florida 33407

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(b) The name and address of residence of each limited partner interested in the partnership are as follows:

<u>Name</u>	<u>Address</u>
The Mark Andrew of the Palm Beaches, Inc.	2625 North Flagler Drive West Palm Beach, Florida 33407

5. The time at which the partnership is to begin is the 2nd day of June, 1999 and the time at which the partnership is to end is the 31st day of December 2029.

6. The amount of cash and a description of, and the agreed value of, the other property contributed by each partner is as follows:

The Mark Andrew of the Palm Beaches, Inc.	\$100.00
Philip H. Ward, III, as trustee of the Loretta and Robert Gardner Family Trust, and not individually	\$900.00

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7. The partners may make such additional contributions to the capital of the partnership as may from time to time be agreed upon by the general partners and the limited partners.

8. The share of the profits or any other compensation by way of income which each limited partner shall receive by reason of his or her contribution is as follows: The Mark Andrew of the Palm Beaches, Inc., and Philip H. Ward, III, as trustee, and not individually shall receive the corresponding percent of the profits of the partnership, equal to their percent of ownership.

Prepared by: Michael J Posner
4420 Beacon Circle, West Palm Beach, FL 33407
(561/842-3000) Bar No: 525685 2 Fax Audit No.:H99000013225 0

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9. The right of a limited partner to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution, are as follows: The Partnership Agreement requires written consent of the transfer by the General Partner and on the sale of any partnership interest, the other partners have a limited right of first refusal.

10. The right of the partners to admit additional limited partners is as follows: A person may be admitted as a Limited Partner by the decision of the General Partner only, provided that such person consents in writing in a form satisfactory to the Partners, to be bound by this Agreement.

11. The mailing address of the office of the limited partnership is 2625 North Flagler Drive, West Palm Beach, Florida 33407. The agent for service of process is Philip H. Ward, III, a resident of the State of Florida. The registered agent's business address is 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407.

12. The latest date upon which the limited partnership is to dissolve is December 31, 2029.

In Witness Whereof, the undersigned have executed this certificate this 2nd day of June, 1999.

General Partner:

The Mark Andrew of the Palm Beaches, Inc.

By: Loretta Gardner
Loretta Gardner, President

(Corporate Seal)

Prepared by: Michael J Posner
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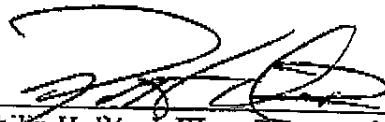
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Limited Partner:



Philip H. Ward, III, as Trustee of the Loretta
and Robert Gardner Family Trust

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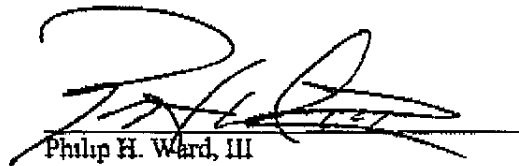
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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named to accept service of process for The Mark Andrew of the Palm Beaches, Ltd, at the initial registered office of the Partnership in this State designated in its I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 620 Florida Statutes.

Date: June 2, 1999.


Philip H. Ward, III

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**AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS
OF LIMITED PARTNERS TO
THE MARK ANDREW OF THE PALM BEACHES, LTD.**

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STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, personally appeared Loretta Gardner, President of The Mark Andrew of the Palm Beaches, Inc., General Partner of The Mark Andrew of the Palm Beaches, Ltd., who, being first duly sworn, did depose and say that:

1. I am the President of The Mark Andrew of the Palm Beaches, Inc., the General Partner of The Mark Andrew of the Palm Beaches, Ltd.
2. On the 2nd day of June, 1999, The Mark Andrew of the Palm Beaches, Ltd. was formed.
3. The capital contribution of the sole Limited Partner in The Mark Andrew of the Palm Beaches, Ltd. is Nine Hundred and NO/100 Dollars (\$900.00).
4. It is not anticipated at this time that additional capital contributions will be made by the Limited Partner.
5. I make this Affidavit pursuant to Florida Statutes 620.108 and on my personal knowledge and information.

Dated at West Palm Beach, Florida, this 2nd day of June, 1999.


Loretta Gardner

The foregoing Affidavit was acknowledged before me this 2nd day of June, 1999, by Loretta Gardner, who subscribed and swore to the same before me.


Notary Public



Prepared by: Michael J Posner
4420 Beacon Circle, West Palm Beach, FL 33407
(561/842-3000) Bar No: 525685 6

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