

**A990000001249**

**Florida Department of State**  
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**(((H99000018760 1)))**

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**To:**  
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**Fax Number : (850) 922-4003**

**From:**  
**Account Name : BROAD AND CASSEL (BOCA RATON)**  
**Account Number : 076376001555**  
**Phone : (561) 483-7000**  
**Fax Number : (561) 483-7321**

*The LP is also being formed today. Pls. wait for its formation  
 Thanks!  
 Julie*

**FLORIDA LIMITED PARTNERSHIP**

**SUNCARE PROPERTIES, LTD.**

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SUNCARE PROPERTIES, LTD.,  
a Florida limited partnership**

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

1. The name of the limited partnership is Suncare Properties, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 399 West Palmetto Park Road, Suite 104, Boca Raton, Florida 33432.
3. The name and address of the agent for service of process on the Partnership is Sunmark Properties II, Inc., 399 West Palmetto Park Road, Suite 104, Boca Raton, Florida 33432.
4. The name and business address of each general partner is as follows:  

Sunmark Properties II, Inc. <i>PM-67508</i>	399 West Palmetto Park Road, Suite 104 Boca Raton, Florida 33432
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5. The mailing address of the Partnership is 399 West Palmetto Park Road, Suite 104, Boca Raton, Florida 33432.
6. The latest date upon which the Partnership will dissolve is December 31, 2049.
7. 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.

David J. Powers, Esq.  
Florida Bar Number: 867081  
Broad and Cassel  
7777 Glades Road, Suite 300  
Boca Raton, Florida 33434  
Telephone No.: (561) 483-7000  
Fax Audit Number: H99000018760 1

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JUL 29 '99 12:30PM BROAD AND CASSEL

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This Certificate of Limited Partnership has been executed by the sole General Partner of Suncare Properties, Ltd. this 29 day of July, 1999.

GENERAL PARTNER:

SUNMARK PROPERTIES II, INC.,  
a Florida corporation

By: 

Jay Krinsky, President

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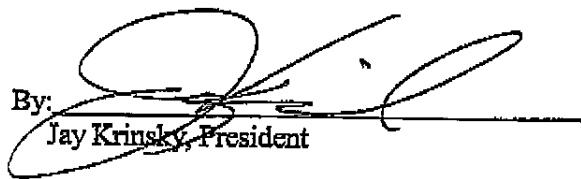
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### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Suncare Properties, Ltd., a Florida limited partnership(the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, 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 the duties of registered agent.

REGISTERED AGENT:

SUNMARK PROPERTIES II, INC.,  
a Florida corporation

By:   
Jay Krinsky, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, constituting the sole general partner of Suncare Properties, Ltd., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 29 day of July, 1999.

**FURTHER AFFIANT SAYETH NOT.**

Under the 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.

**GENERAL PARTNER:**

**SUNMARK PROPERTIES II, INC.,**  
a Florida corporation

By:   
Jay Krinsky, President

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