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to Matters of Federal Tax Law

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-10/28/99--01076--016
175.00 **87.50

October 27, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

FILED
99 OCT 28 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Physicians Healthcare Enterprises, Ltd.; GAJA Enterprises, Ltd.;
Kennedy, Weisberg and Cohen, LLC; Physicians Services, LLC; and
National Physicians Services, LLC**

Dear Sir/Madam:

Enclosed please find two (2) originals of the Affidavit of Capital Contributions and two (2) originals of the Certificate of Limited Partnership for the above referenced limited partnerships. Please file one (1) original of each in the following order: (1) Physicians Healthcare Enterprises, Ltd. and (2) GAJA Enterprises, Ltd. Upon filing of same, please return one (1) original of each stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our check in the amount of \$175.00 to cover the respective required filing fees.

Also enclosed please find two (2) originals of the Articles of Organization for each of the above referenced limited liability companies. Please file one (1) original of each in the following order: (1) Kennedy, Weisberg and Cohen, LLC; (2) Physicians Services, LLC; and (3) National Physicians Services, LLC. Upon filing of same, please return one (1) certified original of each stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our check in the amount of \$465 for the following:

W99-2503
00789/00717/00671

UB
12-9-99

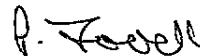
Secretary of State
October 27, 1999
Page 2

Filing fees for the three LLCs (\$100 each):	\$300
Designation of Agent (\$25 each):	\$ 75
Certified copies (\$30 each):	<u>\$ 90</u>
TOTAL:	\$465

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY



P. Todd Kennedy

PTK/tas

Encl.

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FILED
99 OCT 28 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 1, 1999

P. TODD KENNEDY
MAYER & KENNEDY
1675 PALM BEACH LAKES BLVD, STE 700 TWR
WEST PALM BEACH, FL 33401

SUBJECT: PHYSICIANS HEALTHCARE ENTERPRISES, LTD.
Ref. Number: W99000025103

We have received your document for PHYSICIANS HEALTHCARE ENTERPRISES, LTD. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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

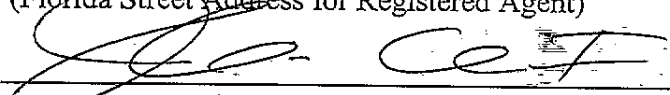
If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 999A00052257

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99 OCT 28 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FL 32304

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PHYSICIANS HEALTHCARE ENTERPRISES, LTD.**

1. PHYSICIANS HEALTHCARE ENTERPRISES, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1385 N.W. 15th Street, Miami, Florida 33125
(The Business Address of the Limited Partnership)
3. Benjamin Metsch
(Name of Registered Agent for Service of Process)
4. 1385 N.W. 15th Street, Miami, Florida 33125
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1385 N.W. 15th Street, Miami, Florida 33125
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2049.

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

NIA HEALTHCARE TRUST
699 543900101

1385 N.W. 15th Street
Miami, FL 33125

Signed this 22nd day of OCT, 1999

Signature of all General Partners:

NIA Healthcare Trust

By: 

JULIAN CANTILLO, Trustee

GENERAL PARTNER

99 OCT 28 11:12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of PHYSICIANS HEALTHCARE ENTERPRISES, LTD., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$1,485.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,485.00

This 22nd day of Oct., 1999.

FURTHER AFFLIANT SAYETH NOT.

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

GENERAL PARTNER:

NIA HEALTHCARE TRUST

By: 

Julian Cantillo, Trustee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA