

A99000002050

LAW OFFICES
MAYER & KENNEDY
THE FORUM - TOWER A
1675 PALM BEACH LAKES BOULEVARD
SUITE 700
WEST PALM BEACH, FLORIDA 33401

(561) 683-2484
Fax: (561) 684-3142

EARL E. MAYER, JR.*
P. TODD KENNEDY, P.A., LL.M. Taxation
JOHN W. RANDOLPH, JR., C.P.A., LL.M. Estate Planning
PAUL T. TRINLEY, LL.M. Taxation

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

600003028426--3
-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

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

FILED
99 OCT 28 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

~~W99-25104~~
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.

C:\PUBLIC\SANCHEZ\LTRS\SEC-ST.102

FILED
99 OCT 28 PM 12:08
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: GAJA ENTERPRISES, LTD.
Ref. Number: W99000025104

We have received your document for GAJA 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: 199A00052259

99 OCT 28 PM 12:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GAJA ENTERPRISES, LTD.**

1. GAJA ENTERPRISES, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1110 Coral Way, Coral Gables, Florida 33134
(The Business Address of the Limited Partnership)
3. Benjamin Metsch
(Name of Registered Agent for Service of Process)
4. 1385 N.W. 15th St., 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. 1110 Coral Way, Coral Gables, Florida 33134
(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
PELAYO FAMILY TRUST <i>Gaja 3439000910</i>	1110 Coral Way Coral Gables, FL 33134

Signed this 22nd day of Oct., 1999

Signature of all General Partners:

Pelayo Family Trust

By: _____
Jose A. Pelayo, Trustee
GENERAL PARTNER

C:\PUBLIC\PELAYO.CAN\DOCS\GAJACERT.LP

FILED
99 OCT 28 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of GAJA 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 AFFIANT 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:

PELAYO FAMILY TRUST

By: _____

Jose A. Pelayo, Trustee

FILED
99 OCT 28 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA