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DES MOINES, IOWA 50309

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JOHN CONNOLLY III (1918-1998)
BERNARD J. CONNOLLY (1920-1970)
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ESTABLISHED IN 1917

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October 2, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100004622891--1
-10/04/01--01023--005
***1750.00 ***1750.00

100004622891--1
-10/04/01--01023--006
*****35.00 *****35.00

Re: Graham South Florida Medical Building Limited Partnership

Dear Folks:

A01-1347 B01-350

I have enclosed an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for the above-referenced entity that was created here in Iowa on August 30, 2001. A check for \$1,750.00 for the filing fee involved is also enclosed that relates to the Affidavit of Capital Contributions for a Foreign Limited Partnership which indicates a total capital contribution of the limited partners of \$2,500,000.00 with that same amount being allocated for transacting business in Florida. I understand that the maximum fee involved is \$1,750.00 at the rate of \$7.00 per thousand.

I have also enclosed a check for \$35.00 which I understand to be the fee for designating the registered agent. If this is incorrect, simply return the check. We have obtained the signature block of the Assistant Secretary of C T Corporation System, which is acting as Registered Agent.

The General Partner of this entity is already registered in the State of Florida as The Graham Group of Iowa, Inc. Since its name in Iowa, its state of origin, is The Graham Group, Inc., we have worded the documentation accordingly.

I have also enclosed a Certificate of Existence from the Iowa Secretary of State, should you need it for this filing.

Please let me know if you have any questions regarding these matters. Thank you very much for your assistance.

Sincerely,

Streetar Cameron

Streetar Cameron
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 11 4 PM '01
PHE: 56
WC
10/8

SC:cs
Enclosures

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Graham South Florida Medical Building Limited Partnership
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

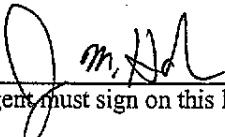
3. Iowa (State of Formation) 4. August, 2001 (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:


James M. Halpin
Assistant Secretary
(Agent must sign on this line)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT -4 PM 12:58

8. 500 Locust Street, Des Moines, IA 50309, Attn. Charles R. Taylor
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS
The Graham Group, Inc. doing business in Florida as:
The Graham Group of Iowa, Inc., 500 Locust Street, Des Moines, IA 50309

F-4686

The Graham Group, Inc. doing business in Florida as:
10. The Graham Group of Iowa, Inc., 500 Locust Street, Des Moines, IA 50309
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. Graham South Florida Medical Building Limited Partnership

500 Locust Street, Des Moines, IA 50309

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of August, 2001

THE GRAHAM GROUP, INC., General Partner, doing business in Florida as
The Graham Group of Iowa, Inc.

By George D. Milligan By Charles R. Taylor
George D. Milligan, General Partner Charles R. Taylor, Secretary

STATE OF IOWA

COUNTY OF POLK

On this 30th day of August, 2001

George D. Milligan and Charles R. Taylor, personally appeared before me,

who ^{are} personally known to me to be the President and Secretary of The Graham Group, Inc.

whose identity I proved on the basis of _____

Mary M Bradshaw 8/30/01
(Notary Public Signature)

MARY M. BRADSHAW
(Notary's Printed Name)



My Commission Expires: OCT. 8, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT -4 PM 12:56

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

Charles R. Taylor, Secretary of The Graham Group, Inc., doing business in Florida as

BEFORE ME the undersigned personally appeared The Graham Group of Iowa, Inc.
Graham South Florida Medical
a general partner of Building Limited Partnership, a (an) Iowa

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,500,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,500,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of August, 2001

THE GRAHAM GROUP, INC., General Partner, doing business in Florida as The Graham Group of Iowa, Inc.

By Charles R. Taylor
Charles R. Taylor ~~General Partner~~
Secretary

STATE OF IOWA

COUNTY OF POLK

On this 30th day of August, 2001

Charles R. Taylor, personally appeared before me,

- who is personally known to me to be the Secretary of The Graham Group, Inc., doing business in Florida as The Graham Group of Iowa, Inc.
- whose identity I proved on the basis of _____

Mary M. Bradshaw 8/30/01
(Notary Public Signature)

MARY M. BRADSHAW
(Notary's Printed Name)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT -4 PM 12:56

Seal My Commission Expires: Oct 8, 2002



IOWA

No. 00080136
Date: 09/04/2001

SECRETARY OF STATE

487DLP-000258670
STREETAR CAMERON
317 6TH ST STE 300

DES MOINES, IA 50309

CERTIFICATE OF EXISTENCE

Name: GRAHAM SOUTH FLORIDA MEDICAL BUILDING LIMITED PARTNERSHIP
Begin Date: 20010830
Expiration: 20991231

I, CHESTER J. CULVER, secretary of state of the state of Iowa, custodian of the records of limited partnerships, certify that the limited partnership named on this certificate was duly organized under the laws of Iowa and is in existence, that all fees required by the Iowa Uniform Limited Partnership Act have been paid by the limited partnership and that a certificate of cancellation has not been filed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT -4 PM 12:56



Chester J. Culver
CHESTER J. CULVER SECRETARY OF STATE

