



B980000000355

ACCOUNT NO. : 072100000032

REFERENCE : 835016 4341431

AUTHORIZATION :

COST LIMIT : \$ 96.25

Patricia Pujot

ORDER DATE : May 28, 1998

ORDER TIME : 2:57 PM

ORDER NO. : 835016-080

CUSTOMER NO: 4341431

CUSTOMER: James B. Conner, Esq
Gallagher & Kennedy, P.a.
2600 North Central Avenue

Phoenix, AZ 85004

700002543267--8

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FOREIGN FILINGS

NAME: NHC-FL3 L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Name	
Availability	<i>MAK</i>
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1998

CSC CORPORATION COMPANY
JANNA WILSON

SUBJECT: NHC-FL3 L.P.
Ref. Number: W98000012611

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We have received your document for NHC-FL3 L.P. and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 898A00031059

Florida Department of State, Jim Smith, Secretary of State

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

1. NHC-FL3 L.P.
(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. Delaware 4. 5/28/98
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

Maureen W. Cullen
(Officer must sign on this line)
Maureen W. Cullen, Assistant Vice President
(Type Name and Title of Officer)

8. 1013 Centre Road, County of New Castle, Wilmington, Delaware 19805
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

PAMI-FL3 Inc.

SPECIFIC ADDRESS

c/o Lehman Brothers Inc.
3 World Financial Center
12th Floor
New York, New York 10285

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10. 6991 East Camelback Road, Suite B-360, Scottsdale, Arizona 85251
(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 cancelled or withdrawn.

12. 6991 East Camelback Road, Suite B-360, Scottsdale, Arizona 85251
(Mailing Address of Limited Partnership)

This 27th day of May, 19 98.

PAMI-FL3 INC.
General Partner

By: Walter F.X. Healy
Walter F.X. Healy, Vice President

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of May, 19 98, by Walter F.X. Healy, ~~(Name of General Partner)~~

as Vice President of PAMI-FL3 Inc., as General Partner of NHC-FL3 L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Marilyn M. Gibbs

Notary Public

State of New York at Large

(SEAL)

My Commission Expires:

MARILYN M. GIBBS
Notary Public, State of New York
No. 01GI4939959
Qualified in Bronx County
Commission Expires August 1, 1998

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Walter F.X. Healy, Vice President of PAMI-FL3 Inc., a general partner of NHC-FL3 L.P., a ~~(an)~~ Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100.00.

This 27th day of May, 19 98

FURTHER AFFIANT SAYETH NOT.

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

PAMI-FL3 INC.

General Partner

By: Walter F.X. Healy

Walter F.X. Healy
Vice President

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STATE OF New York
COUNTY OF New York
DATE May 27, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Walter F.X. Healy (~~General Partner~~), known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as ~~General Partner of said partnership.~~ Vice President of PAMI-FL3 Inc., General Partner of said Partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of May, 19 98.

Marilyn M. Gibbs
Notary Public

Seal

State of New York at Large
My Commission Expires: _____

MARILYN M. GIBBS
Notary Public, State of New York
No. 01G14939959
Qualified in Bronx County
Commission Expires August 1, 1998