

B98 000000359



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 835016 4341431

AUTHORIZATION :

Patricia Pizjot

COST LIMIT : \$ 96.25

ORDER DATE : May 28, 1998

ORDER TIME : 2:50 PM

ORDER NO. : 835016-070

CUSTOMER NO: 4341431

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

Phoenix, AZ 85004

500002543265--4

FOREIGN FILINGS

NAME: NHC-FL1 L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -4 PM 4: 25

RECEIVED
98 JUN -1 PM 4: 10
DIVISION OF CORPORATION

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

1. NHC-FL1 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)

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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

SPECIFIC ADDRESS

PAMI-FL1 Inc.

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

498-3167

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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-FL1 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)~~ of

as Vice President of PAMI-FL1 Inc., as General Partner of NEC-FL1 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

My Commission Expires:

(SEAL)

FILED
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98 JUN -4 PM 4:25

MARILYN M. GIBBS
Notary Public, State of New York
No. 01G14939839
Qualified in Bronx County
Commission Expires August 1, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Walter F.X. Healy, Vice President of PAMI-FL1 Inc., a general partner of NHC-FL1 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, 1998

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-FL1 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-FL1 Inc., General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of May, 1998.

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. 01GI4939959
Qualified in Bronx County
Commission Expires August 1, 1998