

A06000000877

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

SSM

Office Use Only



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07/11/06--01004--033 **1122.50

FILED
06 JUL 11 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Ltr. 6058
CC 6059*

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: American Dental Care Partners, LTD
(Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Frank Rosillo

(Contact Person)

Rosillo & Associates, P.A.

(Firm/Company)

8600 N.W. 53 Terrace - Suite 201

(Address)

Miami, Florida 33166

(City, State and Zip Code)

For further information concerning this matter, please call:

Frank Rosillo

(Name of Contact Person)

at (305) 477-5671

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$1,052.50 Filing Fees \$1,061.25 Filing Fees \$1,105.00 Filing Fees \$1,113.75 Filing Fees,
(\$52.50 for Conversion and Certificate of Status and \$1,000 - Certificate) Status and Certified Copy and Certified Copy, and Certificate of Status - 2 please

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Organization"
Into
Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion **and attached Certificate of Limited Partnership** are submitted to convert the following "**Other Business Entity**" into a **Florida Limited Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

American Dental Care, Inc.

2. The "Other Business Entity" is a **Corporation** first organized, formed or incorporated under the laws of **Texas** on **November 9, 1989**.

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the **attached Certificate of Limited Partnership**:

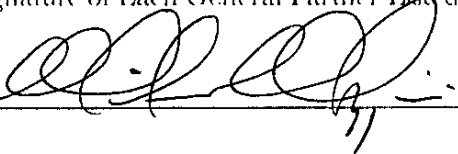
American Dental Care Partners, LTD

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date:

Signed this 26th day of June, 2006.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:



Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: (<small>\$965 Filing Fee and \$35 Filing Fee</small>)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

NAME OF LIMITED PARTNERSHIP:

American Dental Care Partners, LTD

STREET ADDRESS OF INITIAL DESIGNATED OFFICE

11221 Katy Freeway, Houston, TX 77079

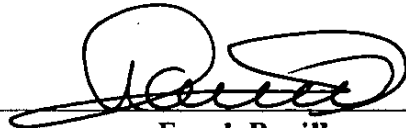
REGISTERED AGENT

Frank Rosillo

REGISTERED AGENT STREET ADDRESS

8600 N.W. 53 Terrace, Suite 201, Miami, Florida 33166

5. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with an accept the obligation of my position as registered agent.



Frank Rosillo

6. **11221 Katy Freeway, Houston, TX 77079**

(Mailing address of initial designated office)

7. If limited partnership elects to be a limited liability limited partnership, check box .

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TALLAHASSEE, FLORIDA

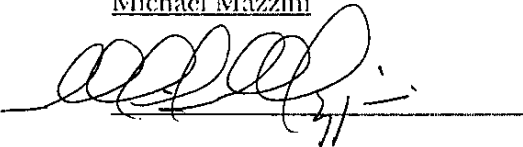
8. Name and business address of each general partner:

Name:

Business Address:

Michael Mazzini

11221 Katy Freeway, Houston
Houston, TX 77079

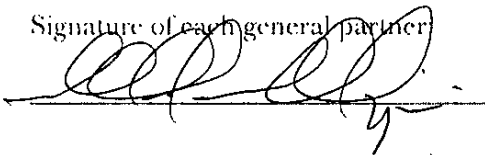


9. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 26th day of JUNE, 2006

Signature of each general partner



Filing Fees:

Agent Fee) **Certified Copy (optional):**

\$1,000.00 (\$965 Filing Fee and \$35 Registered

\$ 52.50

Certificate of Status (optional):

\$ 8.75