

W04000074524

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status 1

Special Instructions to Filing Officer:

10/12 LLC
conversion
02876 CC 02877

Office Use Only



000041707180

10/12/04 --01091--005 **185.00

MJH

FILED
04 OCT 12 PM 4:30
TALLAHASSEE STATE
FLORIDA

October 4, 2004



James M. Shuta
Attorney At Law

Registration Section
Department of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301-2412

Re: S. Goldman, M.D./C. Pitarys, M.D. P.L.

Gentle(wo)men:

Enclosed is the Certificate of Conversion for the purposes of converting a General Partnership to a Professional Limited Liability Company (PLLC)

Also, enclosed are the following documents which are submitted to you for the purpose of forming this PLLC:

1. Articles of Organization
2. Registered Agent Certificate

Finally enclosed is a check in the amount of \$ 185.00 for the following:

Certificate of Conversion	\$ 25.00
Filing Fee	100.00
Registered Agent Fee	25.00
Certified Copy	30.00
Certificate of Status	5.00

Please note in Article IV that this Limited Liability Company is effective UPON FILING.

Also, please note that the same Stephen A. Goldman, M.D. and Christos J. Pitarys II, M.D. previously formed a separate and distinct limited liability company: S. GOLDMAN, M.D./C. PITARYS, M.D. L.L.C. filed on March 31, 2003 document #L03000011532. That L.L.C. was formed under FL Stats Chapter 608 to own real estate. This L.L.C. is formed under FL Stats Chapter 621 to operate a medical office. With this explanation, I respectfully ask you to file this professional limited liability company.

Please return the certified copy and the certificate to me after recording.

Thank you for your continued assistance.

Sincerely,


James M. Shuta
Board Certified Tax Attorney

CERTIFICATE OF CONVERSION
OF
S. GOLDMAN, M.D./C. PITARYS, M.D. PARTNERSHIP
TO
S. GOLDMAN, M.D./C. PITARYS, M.D. P.L.

THE UNDERSIGNED, for the purposes of converting a General Partnership to a Professional Limited Liability Company, pursuant to Fla. Stat. 608.439, hereby provides its Certificate of Conversion and states as follows:


1. The General Partnership known as S. Goldman, M.D./ C. Pitarys, M.D. Partnership was first created on August 1, 2001, in the State of Florida.
2. The name of the General Partnership prior to converting to a Professional Limited Liability Company was S. Goldman, M.D./ C. Pitarys, M.D. Partnership.
3. The name of the Professional Limited Liability Company as set forth in its Articles of Organization is S. Goldman, M.D./ C. Pitarys, M.D. P.L.
4. The effective date of the conversion from a General Partnership to a Professional Limited Liability Company shall be effective upon the filing of this Certificate of Conversion and the Articles of Organization.

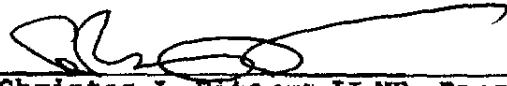
IN WITNESS WHEREOF, the undersigned members have executed the Certificate of Conversion on the 15th day of OCTOBER, 2004.

WITNESSES:

Ann Morris
 Sign Name
ANN MORRIS
 Print Name
Carol Chant
 Sign Name
CAROL CHANT
 Print Name
Ann Morris
 Sign Name
ANN MORRIS
 Print Name
Carol Chant
 Sign Name
CAROL CHANT
 Print Name

MEMBERS:

STEPHEN A. GOLDMAN, M.D., P.A.

 Stephen A. Goldman, M.D., President
 Member as to a 50% interest

CHRISTOS J. PITARYS, II, M.D., P.A.

 Christos J. Pitarys II MD, President
 Member as to a 50% interest

FILED
 04 OCT 12 PM 4:30
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on the 1st day of OCTOBER, 2004,
the foregoing was acknowledged before me by Stephen A. Goldman,
M.D. () who is personally known to me or () who produced _____
as identification and
who () did or () did not take an oath.



James M. Shuta
MY COMMISSION # DD102628 EXPIRES
March 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

James M. Shuta
Notary Public, State of Florida

JAMES M SHUTA
(Printed Name)

My Commission Expires: _____

Commission No. _____

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on the 1st day of OCTOBER, 2004,
the foregoing was acknowledged before me by Christos J. Pitarys II,
M.D. () who is personally known to me or () who produced _____
as identification and
who () did or () did not take an oath.



James M. Shuta
MY COMMISSION # DD102628 EXPIRES
March 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

James M. Shuta
Notary Public, State of Florida

JAMES M SHUTA
(Printed Name)

My Commission Expires: _____

Commission No. _____

**ARTICLES OF ORGANIZATION FOR A
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

The undersigned Subscriber to the herein styled Articles of Organization, a natural person competent to contract, and duly licensed by the State of Florida to practice as a physician, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization, for the purpose of forming a professional limited liability company for pecuniary profit pursuant to section 621.051 Florida Statutes, for the sole and specific purpose of rendering the same and specific professional service.

**ARTICLE I
Name**

The name of this professional Limited Liability Company is:

S. GOLDMAN, M.D./C. PITARYS, M.D. P.L.

**ARTICLE II
Business**

This professional Limited Liability Company shall engage in every phase and aspect of the general practice of medicine, and rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine herein and for the purposes of transacting any or all lawful business related thereto.

**ARTICLE III
Address**

The mailing address and street address of the Principal Office is:

5723 High Street
New Port Richey, Florida 34652

**ARTICLE IV
Effective Date**

The effective date of the professional Limited Liability Company shall be upon filing.

**ARTICLE V
Duration**

The professional Limited Liability Company shall continue perpetually thereafter until the winding up and liquidation as so provided in its Regulations.

ARTICLE VI
Management

The professional Limited Liability Company shall be managed by its Members whose name, mailing address and street address is:

Stephen A. Goldman, M.D., P.A.
5723 High Street
New Port Richey, Florida 34652

Christos J. Pitarys II, M.D., P.A.
5723 High Street
New Port Richey, Florida 34652

ARTICLE VII
Restrictions on Transfers

No Member may sell, assign, transfer, encumber, or otherwise dispose of any interest in the professional Limited Liability Company without first offering to sell such interest to the other Members.

ARTICLE VIII
Members Rights to Continue Business

The death, retirement, resignation, expulsion, bankruptcy, dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the professional Limited Liability Company, whether voluntary or involuntary, shall not terminate the professional Limited Liability Company which shall continue so long as there is at least one remaining Member.

ARTICLE IX
Professional Relationship

Nothing contained in these Articles of Organization shall be interpreted to abolish, repeal, modify, restrict, or limit the law now in effect in this state applicable to the professional relationship and liabilities between the person furnishing the professional services and the person receiving such professional service and to the standards for professional conduct; provided, however, that any officer, agent, member, manager or employee of a limited liability company organized hereunder shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by that person, or by any person under that person's direct supervision and control, while rendering professional service on behalf of the limited liability company to the person for whom such professional services were being rendered; and provided further that the personal liability of members of a limited liability company organized hereunder, in their capacity as members of such limited liability company, shall be no greater in any aspect than that of a member-employee of a limited liability company organized under Chapter 608 Florida Statutes. The limited liability company shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, agents, member, managers, or employees while they are engaged on behalf of the limited liability company in the rendering of professional services.

These Articles of Organization of a Florida Professional Limited Liability Company are executed by either a majority in voting interest of the Members or by one or more Members authorized by a majority in voting interest of the Members.

SIGNED this 1ST day of OCTOBER, 2004.

WITNESSES:

[Signature]
Sign Name

Ann Morrison
Print Name

[Signature]
Sign Name

Carol Chomiko
Print Name

[Signature]
Sign Name

Ann Morrison
Print Name

[Signature]
Sign Name

Carol Chomiko
Print Name

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on the 1ST day of OCTOBER, 2004, the foregoing was acknowledged before me by Stephen A. Goldman, M.D. () who is personally known to me or () who produced _____ as identification and who () did or () did not take an oath.

MEMBERS:

STEPHEN A. GOLDMAN, M.D., P.A.

[Signature]
Stephen A. Goldman, M.D., President
Member as to a 50% interest

CHRISTOS J. PITARYS, II, M.D., P.A.

[Signature]
Christos J. Pitarys II MD, President
Member as to a 50% interest



James M. Shuta
MY COMMISSION # DD102628 EXPIRES
March 24, 2006
BONDED THRU TROY FAH INSURANCE, INC

[Signature]
Notary Public, State of Florida

JAMES M SHUTA
(Printed Name)

My Commission Expires: _____

Commission No. _____

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on the 1st day of OCTOBER, 2004,
the foregoing was acknowledged before me by Christos J. Pitarys II,
M.D. () who is personally known to me or () who produced _____
as identification and
who () did or () did not take an oath.



James M. Shuta
MY COMMISSION # DD102628 EXPIRES
March 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

James M. Shuta
Notary Public, State of Florida
JAMES M SHUTA
(Printed Name)
My Commission Expires: _____
Commission No. _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 Florida Statutes, the undersigned LIMITED LIABILITY COMPANY, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

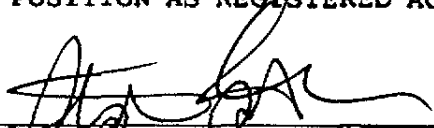
1. The name of the Limited Liability Company is:

S. GOLDMAN, M.D./C. PITARYS, M.D. P.L.

2. The name and address of the registered agent and office is:

Stephen A. Goldman, M.D.
5723 High Street
New Port Richey, Florida 34652

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Stephen A. Goldman, M.D.
Registered Agent

Date: 9/27, 2004