

LO8000116663

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

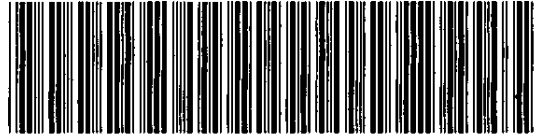
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/23/08--01042--006 **185.00

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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Senior Focus Health Systems, L.L.C.
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Karen L. Goldsmith
(Contact Person)

GOLDSMITH & GROUT, P.A.
(Firm/Company)

P.O. Box 2011
(Address)

Winter Park, FL 32790
(City, State and Zip Code)

For further information concerning this matter, please call:

Karen L. Goldsmith at (407) 740-0144
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|---|---|---|---|

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

Senior Focus Health Systems, Inc. P94-48490

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 6/29/1994.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Senior Focus Health Systems, L.L.C.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: date of filing.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 18th day of December 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: David R. Vaughan
Printed Name: David R. Vaughan Title: President & CEO

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: David R. Vaughan
Printed Name: David R. Vaughan Title: President & CEO

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION
OF
SENIOR FOCUS HEALTH SYSTEMS, L.L.C.

ARTICLE I
NAME

The name of the Limited Liability Company shall be Senior Focus Health Systems, L.L.C.

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company shall be 1240 Marbella Plaza Drive, Tampa, Florida 33619.

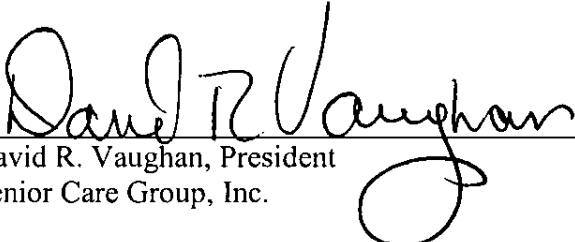
ARTICLE III
REGISTERED AGENT

The name and the Florida address of the Registered Agent is:

Karen L. Goldsmith
Goldsmith & Grout, P.A.
2160 Park Avenue North
Winter Park, Florida 32789

ARTICLE IV
EFFECTIVE DATE

The effective date of these articles shall be the date of filing with the Florida Division of Corporations.



David R. Vaughan, President
Senior Care Group, Inc.

12-18-08
Date

Signature of Resident Agent:

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in the 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 as provided in Chapter 608, Fla. Stat.



Karen L. Goldsmith, Registered Agent

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TALLAHASSEE FLORIDA