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Reply to
Guy E. Whitesman
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November 14, 2012

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Certificate of Conversion for Other Business Entity Into Florida
Limited Liability Company**

Dear Sir or Madame:

Please process the enclosed Certificate of Conversion for Anesthesiologist III, a Florida general partnership, into Anesthesiologist III, LLC, a Florida limited liability company. Our check in the amount of \$180.00 is also enclosed to cover (i) the \$25.00 filing fee, (ii) the Articles of Organization filing fee of \$125.00 and (iii) \$30.00 for a certified copy of the Articles of Organization.

I would appreciate it if you would fax the filed copy of the Certificate of Conversion to my attention at (239) 344-1180 (there is a real estate closing scheduled for the 20th).

The original Certificate of Conversion and the certified copy of the Articles of Organization should be sent to my attention at the following address:

Guy E. Whitesman, Esq.
Henderson, Franklin, Starnes & Holt, P.A.
P.O. Box 280
Fort Myers, FL 33902-0280

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,


Guy E. Whitesman

GEW/ksl

Enclosures

cc: Lisa M. Harle - via e-mail

Henderson, Franklin, Starnes & Holt, P.A.

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

FILED
12 NOV 15 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ANESTHESIOLOGIST III #GP1200001526
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a GENERAL PARTNERSHIP
(Enter entity type. Example: corporation, limited partnership,
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 SEPTEMBER 30, 1978
(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:

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

ANESTHESIOLOGIST III, LLC
(Enter Name of Florida Limited Liability Company)

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


6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

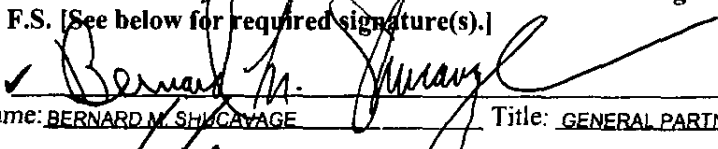
Signed this 13th day of November 2012


Signature of Member or Authorized Representative of Limited Liability Company:

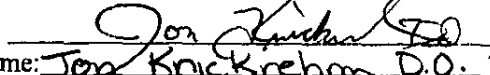
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 
Printed Name: CHARLES A. BISBEE Title: MEMBER

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: 
Printed Name: BERNARD M. SHUCAVAGE Title: GENERAL PARTNER

Signature: 
Printed Name: Charles Homelka, MD Title: General Partner

Signature: 
Printed Name: Jon Knickrehm, D.O. Title: General Partner

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
ANESTHESIOLOGIST III, LLC

FILED
12 NOV 15 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the limited liability company shall be ANESTHESIOLOGIST, LLC (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is:

3949 Evans Avenue, Suite 102
Fort Myers, Florida 33901

ARTICLE III-EFFECTIVE DATE

This limited liability company's existence shall commence upon the filing of these Articles and shall terminate as provided for in the Operating Agreement.

ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

<u>Name</u>	<u>Address</u>
HF REGISTERED AGENTS, LLC	1715 Monroe Street Fort Myers, Florida 33901

ARTICLE V-PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
SIMEON P. MANALILI	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901
CHARLES A. BISBEE	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901
BERNARD M. SHUCAVAGE	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901
ROBERT M. TURNER	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901
JOSEPH NICOTRA	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901
CHARLES M. HOMOLKA, JR.	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901
SALLY C. PALMON	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901
JON F. KNICKREHM	3949 Evans Avenue, Suite 102 Fort Myers, Florida 33901

ARTICLE VII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being a Member of the Company, has executed these Articles of Organization this 13th day of November, 2012.



 CHARLES A. BISBEE, Member

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

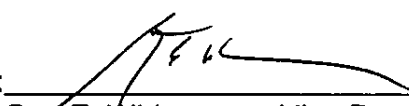
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ANESTHESIOLOGIST III, LLC.
2. The name and address of the registered agent and office are:

HF Registered Agents, LLC
1715 Monroe Street
Fort Myers, Florida 33901

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.

HF REGISTERED AGENTS, LLC,
Registered Agent

By: 
Guy E. Whitesman, Vice President