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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

(Business Entity Name)

L1-32622

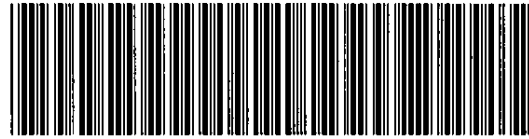
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Central Palm Beach Surgery Center, 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:

James Farrell, Esq.  
Contact Person  
Shutts & Bowen LLP  
Firm/Company  
525 Okeechobee Blvd, Ste 1100  
Address  
West Palm Beach, FL 33401  
City, State and Zip Code  
jfarrell@shutts.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James Farrell, Esq. at ( 561 ) 650-8539  
Name of Contact Person 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 Certified Copy and Certified Copy, and  
and \$1,000 – Certificate) Status and Certified Copy 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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**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.620.2, Florida Statutes.

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

Central Palm Beach Surgery Center LLC

**(Enter Name of Other Business Entity)**

2. The "Other Business Entity" is a limited liability company

**(Enter entity type. Example: corporation, limited liability company, 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 03-25-2010

**(Enter date "Other Business Entity" was first organized, formed or incorporated)**

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

Central Palm Beach Surgery Center Ltd.

**(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)**

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: November 30, 2010

**(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 Certificate of Limited Partnership, if an effective date is listed therein.)**

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(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.

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Signed this 30 day of November, 2010.

**Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership:** 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.

Signature: [Signature]  
Printed Name: CPBS Management LLC by James Farrell Title: Authorized Agent

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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

Signature: [Signature]  
Printed Name: CPBS Management LLC by James Farrell Title: Authorized Agent

**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 Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

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

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TALLAHASSEE, FLORIDA

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

1. Central Palm Beach Surgery Ltd.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)  
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.  
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.  
or LLLP.

2. 2047 Palm Beach Lakes Blvd. Ste. 100

Street address of initial designated office

West Palm Beach, FL 33409

3. Corporation Company of Miami

Name of Registered Agent for Service of Process

4. 525 Okeechobee Blvd. Ste 1100

Florida street address for Registered Agent

West Palm Beach, FL 33401

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 and accept the obligations of my position as registered agent.*

*Corporation Company of Miami*  
*By J. A. Felt its Vice President*  
Signature of Registered Agent

6. 2047 Palm Beach Lakes Blvd. Ste 100

Mailing address of initial designated office

West Palm Beach, FL 33409

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

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TALLAHASSEE, FLORIDA

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8. Name and business address of each general partner:

Name:

Business Address:

CPBS Management LLC

2047 Palm Beach Lakes Blvd. Ste. 100

West Palm Beach, FL 33409

L1-123266

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TALLAHASSEE, FL 32307

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9. Effective date, if other than the date of filing: November 30, 2010

*(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 30th day of November, 2010

Signature of each general partner: 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.

CPBS Management LLC

By: [Signature]

as Authorized Agent