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07/23/04--01033--015 **210.00

LO4-50600
AK

EFFECTIVE DATE
8-1-04

SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PENTHOUSE II B
TWO ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 446-5711
TELECOPIER (305) 446-5523

July 22, 2004

Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Certificate of Conversion of South Florida Perinatal Medicine/
Articles of Organization of South Florida Perinatal Medicine, P.L.

Gentlemen:

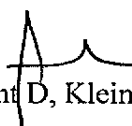
Enclosed are the following:

1. Two (2) executed copies of Certificate of Conversion of South Florida Perinatal Medicine, a Florida general partnership, to South Florida Perinatal Medicine, P.L., a Florida professional limited liability company.
2. Two (2) executed copies of Articles of Organization of South Florida Perinatal Medicine, P.L.
3. Our check in the amount of \$210.00

Please return certified copies of the Certificate of Conversion and Articles of Organization to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/ib

RECEIVED
DIVISION OF CORPORATIONS
JUL 23 2004
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

BY

SOUTH FLORIDA PERINATAL MEDICINE

Pursuant to the provisions of Section 608.439 of the Florida Limited Liability Company Act, South Florida Perinatal Medicine, a general partnership organized and existing under the laws of the State of Florida, for the purpose of converting to a professional limited liability company organized and existing under the laws of the State of Florida, hereby certifies:

ARTICLE I

Date and Jurisdiction of Formation

South Florida Perinatal Medicine was formed in the State of Florida on February 1, 1993.

ARTICLE II

Name of Entity Prior to Filing of Certificate of Conversion

The name of the entity immediately prior to the filing of this Certificate of Conversion was South Florida Perinatal Medicine.

ARTICLE III

Name of Limited Liability Company

The name of the limited liability company as set forth in the Articles of Organization filed simultaneous with the filing of this Certificate of Conversion is South Florida Perinatal Medicine, P.L.

ARTICLE IV

Effective Date

The effective date and time of the conversion of South Florida Perinatal Medicine, a general partnership, to a professional limited liability company shall be 12:01 A.M. on August 1, 2004.

EFFECTIVE DATE
8-1-04

FILED

CLERK OF DISTRICT COURT
JULY 29 2004
TALLAHASSEE, FLORIDA

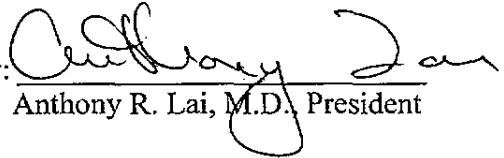
ARTICLE V

Approval

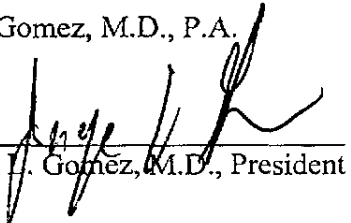
The general partners of South Florida Perinatal Medicine unanimously approved the conversion of the partnership to a professional limited liability company.

Executed this 21st day of July, 2004, by the undersigned, being all the general partners of South Florida Perinatal Medicine.

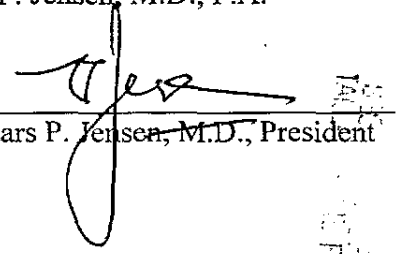
Anthony R. Lai, M.D., P.A.

By: 
Anthony R. Lai, M.D., President

Jorge L. Gomez, M.D., P.A.

By: 
Jorge L. Gomez, M.D., President

Lars P. Jensen, M.D., P.A.

By: 
Lars P. Jensen, M.D., President

FILED
JUL 21 2004
SOUTH FLORIDA

ARTICLES OF ORGANIZATION
OF
SOUTH FLORIDA PERINATAL MEDICINE, P.L.

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

Name

The name of the Company is South Florida Perinatal Medicine, P.L. The street address of the principal office of the Company and the mailing address of the Company are Suite 201, 7300 S.W. 62nd Place, South Miami, Florida 33143.

ARTICLE II

Duration

The duration of the Company shall be perpetual.

ARTICLE III

Purposes

The general purpose for which the Company is organized is to engage in every aspect of the practice of medicine. The professional services involved in the Company's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The Company shall not engage in any business other than the practice of medicine. However, the Company may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

RECORDED
2011 NOV 15 10:00 AM
SOUTH FLORIDA PERINATAL
MEDICINE, P.L.
FILED

ARTICLE IV

Registered Office and Agent

The street address of the registered office of the Company is Penthouse II B, Two Alhambra Plaza, Coral Gables, Florida 33134, and the name of its registered agent at such address is Brent D. Klein.

ARTICLE V

Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI

Restrictions on Members

A. The Company may have as members only individuals who are physicians duly authorized and licensed to practice medicine in the State of Florida or professional corporations duly authorized to practice medicine in the State of Florida. In the event that a member:

- (i) becomes disqualified to practice medicine in this State, or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any interest in the Company to any person or entity ineligible by law or by virtue of these Articles to be a member of the Company, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, or
- (iii) suffers an execution to be levied upon his membership interest, or such membership interest is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such membership interest in some person or entity ineligible by law or by virtue of these Articles to be a member of the Company, the interest of such member shall then immediately stand forfeited and the member or the other person in possession of such interest shall be entitled only to receive payment for the value of such interest which, in the absence of a written agreement among the members, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The member whose interest so becomes forfeited shall forthwith cease to be a member and shall accept payment for his interest in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to such member by the Company, such member shall then and thereafter have no further financial interest of any kind in the Company.

B. No member of the Company may sell or transfer any of his interest in the Company except to another individual who is then a physician duly authorized and licensed to practice medicine in the State of Florida or a professional corporation duly authorized to practice medicine in the State of Florida.

ARTICLE VII

Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VIII

Management

The management of the Company shall be reserved by its members, subject to, and in accordance with, the operating agreement adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company.

ARTICLE IX

Voting

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

ARTICLE X

Operating Agreement

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, the members may from time to time, by unanimous vote, adopt, alter, amend or repeal the operating agreement for the Company.

RECORDED
FEBRUARY 11 2008
OFFICE OF THE
CLERK OF THE
COURT

FILED