

W04 0000060432



THE KIRWAN LAW FIRM

Peter R. Law, Paralegal

4700 Millenia Boulevard, Suite 175, Orlando, Florida 32839

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

8/11 FLIC
conversion
02875

Office Use Only



000039722880

MJH 1

08/11/04--01079--011 **150.00

FILED
04 AUG 11 AM 10:25
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

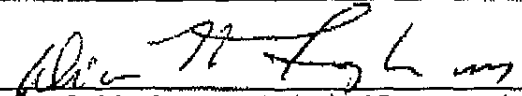
FIRST: The name of the unincorporated business immediately prior to filing this document was:
AMBULATORY ANESTHESIA PROVIDERS, LLP

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: July 29, 2003
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

AMBULATORY ANESTHESIA PROVIDERS, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Diane F. Lapham, M.D.

Typed or Printed Name of Signer

FILING FEES:

- \$190.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

FILED
04 AUG 11 AM 10:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
AMBULATORY ANESTHESIA PROVIDERS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is AMBULATORY ANESTHESIA PROVIDERS, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 2552 Tomoka Farms Road, Daytona Beach, Florida 32128.

**ARTICLE III
DURATION**

The term of the Company shall commence on the date these Articles of Organization are duly filed with the Florida Secretary of State and shall continue until December 31, 2050, when its business and affairs shall be dissolved.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its managing member, and the name and address of the managing member is:

Diane F. Lapham, M.D.

2552 Tomoka Farms Road
Daytona Beach, Florida 32128

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 2552 Tomoka Farms Road, Daytona Beach, Florida 32128, and the initial Registered Agent at such address is Diane F. Lapham, M.D.

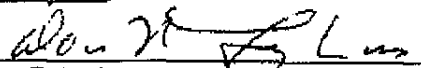
**ARTICLE VI
NO ASSIGNMENT OF INTEREST / CHARGING ORDER**

No member or members of the limited liability company shall have the right to assign their interest in the limited liability company, whether voluntarily or involuntarily, without the unanimous written agreement of all of the members (the "Required Unanimous Vote"), unless otherwise

FILED
04 AUG 11 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

provided in the limited liability company's operating agreement. If an assignment of a membership interest is not approved by the Required Unanimous Vote, the assignee (which includes, without limitation, the holder of a charging order) shall have no right to (i) become a member of the limited liability company, (ii) participate in the management of the limited liability company, or (iii) exercise any rights or powers of a member and/or manager. The assignee shall merely be entitled to receive the share of profits and other distributions to which the assignor was entitled, to the extent assigned. Any such assignee shall be allocated and report all items of income, gain, loss, deduction, credit or other tax allocation (a "Taxable Item") on such assignee's income tax returns each year to the same extent the assignor would have been allocated such Taxable Items and the assignee shall receive the federal and all relevant state Forms K-1 with respect to such allocations. Each Member (and any future assignee(s), including, without limitation, the holder of a charging order) is put on notice that (i) the Managers may make investment decisions that may produce significant income tax liability to the Members and assignees and that corresponding distributions with which to pay such income tax liability may not be made and (ii) that the terms of the operating agreement provide that (a) this is reasonable, and (b) does not constitute a breach of fiduciary duty by the Managers.

IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 12 day of August, 2004.


Diane F. Lapham, M.D., Managing Member

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that the undersigned is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to the undersigned as Registered Agent of the limited liability company.

DATED this 10 day of August, 2004.


Diane F. Lapham, M.D., Registered Agent