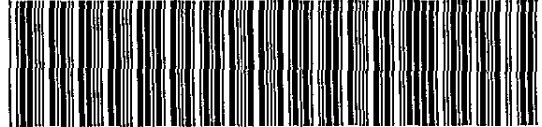


LO5000086225

2005 AUG 30 P 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



400058569154

08/29/05--01043--018 **185.00

(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

August 8, 2005

FILED 

2005 AUG 30 P 2:10 James M. Shuta
Attorney At Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registration Section
Department of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301-2412

Re: Neuroscience Associates of West Pasco, P.L.

Gentle(wo)men:

Enclosed is the Certificate of Conversion for the purposes of converting a General Partnership to a Professional Limited Liability Company (PLLC)

Also, enclosed are the following documents which are submitted to you for the purpose of forming this PLLC:

1. Articles of Organization
2. Registered Agent Certificate

Finally enclosed is a check in the amount of \$ 185.00 for the following:

Certificate of Conversion	\$ 25.00
Filing Fee	100.00
Registered Agent Fee	25.00
Certified Copy	30.00
Certificate of Status	5.00

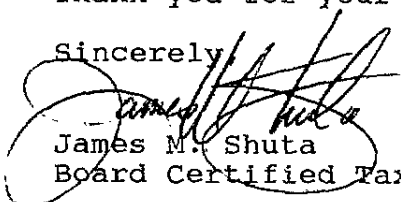
Please note in Article IV that this Limited Liability Company is effective UPON FILING.

I respectfully ask you to file this professional limited liability company.

Please return the certified copy and the certificate to me after recording.

Thank you for your continued assistance.

Sincerely,


James M. Shuta
Board Certified Tax Attorney

CERTIFICATE OF CONVERSION
OF
NEUROSCIENCE ASSOCIATES OF WEST PASCO PARTNERSHIP
TO
NEUROSCIENCE ASSOCIATES OF WEST PASCO, P.L.

FILED

2005 AUG 30 P 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of converting a General Partnership to a Professional Limited Liability Company, pursuant to Fla. Stat. 608.439, hereby provides its Certificate of Conversion and states as follows:

1. The General Partnership known as NEUROSCIENCE ASSOCIATES OF WEST PASCO PARTNERSHIP was first created on June 1, 1993, in the State of Florida.

2. The name of the General Partnership prior to converting to a Professional Limited Liability Company was NEUROSCIENCE ASSOCIATES OF WEST PASCO PARTNERSHIP.

3. The name of the Professional Limited Liability Company as set forth in its Articles of Organization is NEUROSCIENCE ASSOCIATES OF WEST PASCO, P.L.

4. The effective date of the conversion from a General Partnership to a Professional Limited Liability Company shall be effective upon the filing of this Certificate of Conversion and the Articles of Organization.

IN WITNESS WHEREOF, the undersigned members have executed the Certificate of Conversion on the 28 day of August, 2005.

WITNESSES:

Laura Beard

Sign Name

Laura Beard

Print Name

Maria Johnson

Sign Name

Maria Johnson

Print Name

Laura Beard

Sign Name

Laura Beard

Print Name

Maria Johnson

Sign Name

Maria Johnson

Print Name

MEMBERS:

CARLOS A. ZUBILLAGA, M.D., P.A.

Carlos A. Zubillaga

Carlos A. Zubillaga, M.D., President
Member as to a 1/3 interest

LARRY W. HORTON, M.D., P.A.

Larry W. Horton
Larry W. Horton, M.D., President
Member as to a 1/3 interest

WITNESSES:

Sign Name

Print Name

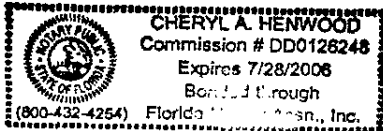
Sign Name

Print Name

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on the 25th day of August, 2005, the foregoing was acknowledged before me by Carlos A. Zubillaga, M.D. (☒) who is personally known to me or (☐) who produced _____ as identification and who (☐) did or (☒) did not take an oath.



DOUGLAS E. TERZIGNI, D.O., **FILED**

Douglas E. Terzigni, D.O., President
Member as to a 1/3 interest

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cheryl A. Henwood
Notary Public, State of Florida

Cheryl A. Henwood
(Printed Name)

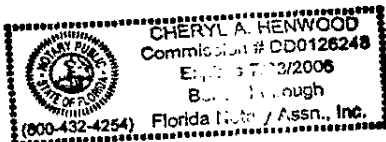
My Commission Expires: 7/28/2006

Commission No. DD0126248

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on the 25th day of August, 2005, the foregoing was acknowledged before me by Larry W. Horton, M.D. (☒) who is personally known to me or (☐) who produced _____ as identification and who (☐) did or (☒) did not take an oath.



Cheryl A. Henwood
Notary Public, State of Florida

Cheryl A. Henwood
(Printed Name)

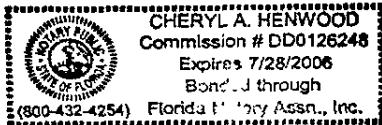
My Commission Expires: 7/28/2006

Commission No. DD0126248

STATE OF FLORIDA
COUNTY OF PASCO

FILED

I HEREBY CERTIFY that on the 25th day of August 2005 at 2:14
the foregoing was acknowledged before me by Douglas E. Terzigni,
D.O. (✓) who is personally known to me or () who produced STATE
as identification, and
who () did or (✓) did not take an oath.



Cheryl A. Henwood
Notary Public, State of Florida

Cheryl A. Henwood
(Printed Name)
My Commission Expires: 7/28/2006
Commission No. DD0126248

ARTICLES OF ORGANIZATION FOR A
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

The undersigned Subscriber to the herein styled Articles of Organization, a natural person competent to contract, and duly licensed by the State of Florida to practice as a physician, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization, for the purpose of forming a professional limited liability company, for pecuniary profit pursuant to section 621.051 Florida Statutes, for the sole and specific purpose of rendering the same and specific professional service.

ARTICLE I

Name

The name of this professional Limited Liability Company is:

NEUROSCIENCE ASSOCIATES OF WEST PASCO, P.L.

ARTICLE II

Business

This professional Limited Liability Company shall engage in every phase and aspect of the general practice of medicine, and rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine herein and for the purposes of transacting any or all lawful business related thereto.

ARTICLE III

Address

The mailing address and street address of the Principal Office is:

3006 US Highway 19
Holiday, Florida 34691

ARTICLE IV

Effective Date

The effective date of the professional Limited Liability Company shall be upon filing.

ARTICLE V

Duration

The professional Limited Liability Company shall continue perpetually thereafter until the winding up and liquidation as so provided in its Regulations.

ARTICLE VI
Management

The professional Limited Liability Company shall be managed by its Members whose names, mailing address and street address are:

Carlos A. Zubillaga, M.D., P.A.
Larry W. Horton, M.D., P.A.
Douglas E. Terzigni, D.O., P.A.
3006 US Highway 19
Holiday, Florida 34691

FILED

AUG 30 P 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
Restrictions on Transfers

No Member may sell, assign, transfer, encumber, or otherwise dispose of any interest in the professional Limited Liability Company without first offering to sell such interest to the other Members.

ARTICLE VIII
Members Rights to Continue Business

The death, retirement, resignation, expulsion, bankruptcy, dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the professional Limited Liability Company, whether voluntary or involuntary, shall not terminate the professional Limited Liability Company which shall continue so long as there is at least one remaining Member.

ARTICLE IX
Professional Relationship

Nothing contained in these Articles of Organization shall be interpreted to abolish, repeal, modify, restrict, or limit the law now in effect in this state applicable to the professional relationship and liabilities between the person furnishing the professional services and the person receiving such professional service and to the standards for professional conduct; provided, however, that any officer, agent, member, manager or employee of a limited liability company organized hereunder shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by that person, or by any person under that person's direct supervision and control, while rendering professional service on behalf of the limited liability company to the person for whom such professional services were being rendered; and provided further that the personal liability of members of a limited liability company organized hereunder, in their capacity as members of such limited liability company, shall be no greater in any aspect than that of a member-employee of a limited liability company organized under Chapter 608 Florida Statutes. The limited liability company shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, agents, member, managers, or employees while they are engaged on behalf of the limited liability company in the rendering of professional services.

These Articles of Organization of a Florida Professional Limited Liability Company are executed by either a majority in voting interest of the Members or by one or more Members authorized by a majority in voting interest of the Members.

SIGNED this 25 day of August, 2005.

WITNESSES:

Laura Beard

Sign Name

Laura Beard

Print Name

Maria Johnson

Sign Name

Maria Johnson

Print Name

Laura Beard

Sign Name

Laura Beard

Print Name

Maria Johnson

Sign Name

Maria Johnson

Print Name

Laura Beard

Sign Name

Laura Beard

Print Name

Maria Johnson

Sign Name

Maria Johnson

Print Name

MEMBERS:

CARLOS A. ZUBILLAGA, M.D., P.A.

Carlos A. Zubillaga
Carlos A. Zubillaga, M.D., President
Member as to a 1/3 interest

LARRY W. HORTON, M.D., P.A.

Larry W. Horton
Larry W. Horton, M.D., President
Member as to a 1/3 interest

DOUGLAS E. TERZIGNI, D.O., P.A.

Douglas E. Terzigni
Douglas E. Terzigni, D.O., President
Member as to a 1/3 interest

FILED

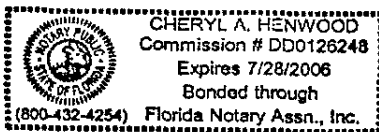
2005 AUG 30 P 2:15

CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PASCO

FILED

I HEREBY CERTIFY that on the 25th day of August, 2005, the foregoing was acknowledged before me by Carlos A. Zubillaga, M.D. (☒) who is personally known to me or (☐) who produced 2:15 as identification and who (☐) did or (☒) did not take an oath.



Cheryl A. Henwood
Notary Public, State of Florida

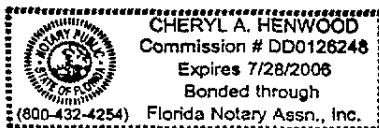
Cheryl A. Henwood
(Printed Name)

My Commission Expires: 7/28/2006

Commission No. DD0126248

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on the 25th day of August, 2005, the foregoing was acknowledged before me by Larry W. Horton, M.D. (☒) who is personally known to me or (☐) who produced _____ as identification and who (☐) did or (☒) did not take an oath.



Cheryl A. Henwood
Notary Public, State of Florida

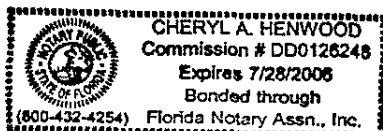
Cheryl A. Henwood
(Printed Name)

My Commission Expires: 7/28/2006

Commission No. DD0126248

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on the 25th day of August, 2005, the foregoing was acknowledged before me by Douglas E. Terzigni, D.O. (☒) who is personally known to me or (☐) who produced _____ as identification and who (☐) did or (☒) did not take an oath.



Cheryl A. Henwood
Notary Public, State of Florida

Cheryl A. Henwood
(Printed Name)

My Commission Expires: 7/28/2006

Commission No. DD0126248

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 Florida Statutes, the undersigned LIMITED LIABILITY COMPANY, organized under the laws of the State of Florida, submits the following statement, in designating the registered office/registered agent, in the state of Florida. FILED
2005 AUG 30 P 2:15

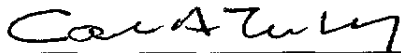
1. The name of the Limited Liability Company is:

NEUROSCIENCE ASSOCIATES OF WEST PASCO, P.L.

2. The name and address of the registered agent and office is:

Carlos A. Zubillaga, M.D.
3006 US Highway 19
Holiday, Florida 34691

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.



Carlos A. Zubillaga, M.D.
Registered Agent

Date: 17 August, 2005