

LD5000092390

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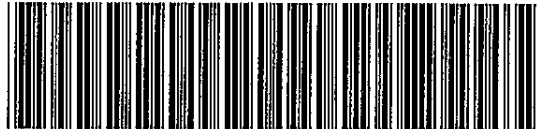
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Conversion

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LAW OFFICES  
**STEIN, ROSENBERG & STEIN**  
*Professional Association*  
SEVENTH FLOOR  
4875 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308

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OF COUNSEL:  
KURT D. ZIMMERMAN, P.A.  
HAROLD S. BOBSHEVER

September 7, 2005

(954) 772-5151  
FAX (954) 772-4224

FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Atlas Health Care of Florida LLC.

Dear Sir/Madam:

Enclosed herein please find the following documents with regrd to the above referenced matter:

1. Articles of Organization; and
2. Certificate of Conversion.

I have also enclosed herein my firms check, in the amount of \$158.00 representing the filing fees, etc. in connection with this matter.

Should you have any questions, please feel free to contact my office.

Very truly yours,



ARTHUR R. ROSENBERG

ARR/jc  
Enclosures

## 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:  
Atlas Partners, a Florida General Partnership

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

- A. Date: November 29, 2004
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

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

ATLAS HEALTH CARE OF FLORIDA, 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.)

DARY B.A.A.  
Typed or Printed Name of Signee

### FILING FEES:

- \$100.00 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.)

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**ARTICLES OF ORGANIZATION FOR  
ATLAS HEALTH CARE OF FLORIDA, LLC.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute, Section 608.401 et. seq., entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **NAME.** The name of this company shall be ATLAS HEALTH CARE OF FLORIDA, LLC.

2. **ADDRESS OF COMPANY.** The mailing and street address of the principal office of the Company is 130 South University Drive, Suite A, Plantation, Florida, 33323.

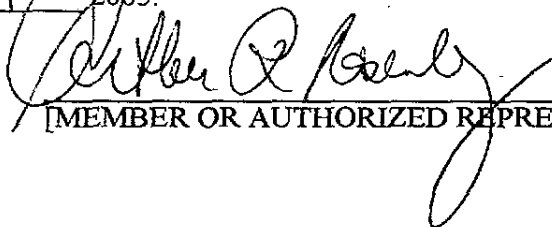
3. **REGISTERED AGENT AND OFFICE.** The name and street address of the initial registered agent and office for the Company is as follows: ARTHUR R. ROSENBERG, located at 4875 North Federal Highway, 7<sup>th</sup> Floor, Fort Lauderdale, Florida 33308.

4. **MANAGEMENT OF THE COMPANY.** The business of the Company shall be managed by the following members, Yehoda Haviv, Shlomo Avganim and Dany Bar, or such other members as may be appointed by the members in accordance with the provisions of the Operating Agreement.

5. **PURPOSE OF COMPANY.** The Company is being formed to engage in any activity or business permitted under the laws of the United States and of the State of Florida and such other states in which the Company may engage in business.

6. **REGULATIONS OF COMPANY.** The members may adopt such Regulations governing the operations, and management of the Company, the admission of new members, the transfer of a member's interest and the termination of member(s). The members shall have the power to adopt, alter, amend or repeal the regulations of the Company, unless vested in the Manager(s) of the company by these Articles or any amendments made hereto. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

IN WITNESS WHEREOF, the undersigned Organizer(s) have hereunto set their hands and seals this 6<sup>th</sup> day of September, 2005.

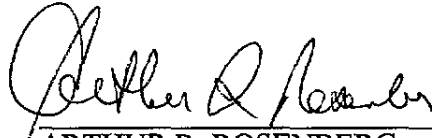
  
[MEMBER OR AUTHORIZED REPRESENTATIVE]

Prepared by:  
Arthur R. Rosenberg (FBN 325805)  
4875 N. Federal Highway, 7th Floor  
Fort Lauderdale, FL 33308  
(954) 772-5151

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above stated Limited Liability Company, 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.

  
\_\_\_\_\_  
ARTHUR R. ROSENBERG

arr\file\atlas health

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