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SECRETARY OF STATE
TALLAHASSEE



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(City/State/Zip/Phone #)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SUNCOAST UROLOGY BUILDING LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Paul H. Nessler, Jr.

(Contact Person)

Paul H. Nessler, Jr., P.A.

(Firm/Company)

10002 Cortez Boulevard

(Address)

Spring Hill, FL 34613

(City, State and Zip Code)

For further information concerning this matter, please call:

Paul H. Nessler, Jr.

(Name of Contact Person)

at (352) 596-4242

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

Suncoast Urology Building Partnership LLP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Partnership.
(Enter entity type. Example: corporation, limited partnership, 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 June 19, 2000.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Florida

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Suncoast Urology Building LLC

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: Date of Filing ²⁰⁰⁶ MAY -5 A 9:28
(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 Articles of Organization, if an effective date is listed therein.)

Signed this 1st day of May 20 06.

Signature of Authorized Person: Mark Alagna

Printed Name: Mark Alagna Title: MGRM

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION

**ARTICLES OF ORGANIZATION FOR
SUNCOAST UROLOGY BUILDING LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Limited Liability Company is: SUNCOAST UROLOGY BUILDING LLC

**ARTICLE II
ADDRESS**

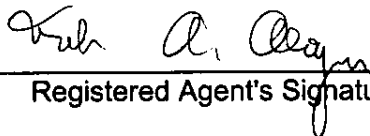
The mailing address and street address of the principal office of the Limited Liability Company is: 13906 Lakeshore Boulevard, Suite 320, Hudson, FL 34667

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

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

Mark Alagna
13906 Lakeshore Boulevard, Suite 320
Hudson, FL 34667

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 provided for in Chapter 608, F.S.



Registered Agent's Signature

**ARTICLE IV
MANAGEMENT**

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The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company. The name(s) and address(es) of the managing member(s) is/are:

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TALLAHASSEE, FLORIDA

Mark Alagna, 13906 Lakeshore Boulevard, Suite 320, Hudson, FL 34667 - MGRM

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The members shall have the right to admit additional members upon the written consent of all members.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company by executing a written consent to continue to do such business.

**ARTICLE VI
EFFECTIVE DATE AND DURATION**

The effective date of the Limited Liability Company shall be upon filing of these Articles with the Secretary of State of Florida and the period of duration for the Limited Liability Company shall be: Perpetual.

IN WITNESS WHEREOF, I(WE), the undersigned member(s), have hereunto set our hands and seals this 1st day of May, 2006, for the purpose of forming this limited liability company under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of the State of Florida, this Articles of Organization, and 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.

WITNESSES:


Maria Campolo


Mark Alagna


PAUL H. NESSLER, JR.

RECORD OF PLAN FOR CONVERSION
OF SUNCOAST UROLOGY BUILDING PARTNERSHIP LLP TO
SUNCOAST UROLOGY BUILDING LLC

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.8912, Florida Statutes, the Florida Limited Liability Partnership known as Suncoast Urology Building Partnership LLP, as filed on June 19, 2000, charter number GP00000001, is hereby converted to a Florida Limited Liability Company to be known as Suncoast Urology Building LLC, as agreed to by all of the Partners of Suncoast Urology Building Partnership LLP, under the following conditions:

I. NAME

The name and form of the organization before the conversion is:

Suncoast Urology Building Partnership LLP, a Florida Limited Liability Partnership.

The name and form of the organization after the conversion will be:

Suncoast Urology Building LLC, a Florida Limited Liability Company.

II. PARTNERS AND MEMBERS

The General partners and their respective interests in Suncoast Urology Building Partnership LLP, a Florida Limited Liability Partnership, prior to the merger are:

A) Nils A. Schoultz	Fifty (50%) Percent Owner
B) Mark Alagna	Fifty (50%) Percent Owner

The Shareholders and their respective interests in Suncoast Urology Building LLC, a Florida Limited Liability Company after the merger are:

A) Nils A. Schoultz	Fifty (50%) Percent Owner
B) Mark Alagna	Fifty (50%) Percent Owner

III. TERMS OF CONVERSION

The terms and conditions of the conversion will be controlled by the terms and conditions of the Membership Agreement agreed to by the parties and included within the organization documents.

IV. RATIFICATION OF PRIOR TRANSFER OF INTEREST

The Limited Partnership interest in Suncoast Urology Building Partnership LLP, a Florida Limited Liability Partnership, as transferred by Nils A. Schoultz on the 20th of December, 2005, to Mark Alagna, is hereby ratified and confirmed and any interest that Nils A. Schoultz may have in Suncoast Urology Building LLC, a Florida Limited Liability Company, as a result of this conversion is hereby transferred to Mark Alagna, as per the terms and conditions of the prior transfer.

This Conversion is adopted and consented to effective the 20th day of December 2005, and is made and adopted by all of the Partners of Suncoast Urology Building Partnership LLP, a Florida Limited Liability Partnership, pursuant to Section 620.8912, Florida Statutes, as evidenced by their execution hereof.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 10 day of April, 2006.
Rose Marie Williams
Wundi E. Myer
Rose Marie Williams
Wundi E. Myer

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Nils A. Schoultz 2006 MAY 5 A 9:28
Nils A. Schoultz
Mark Alagna
Mark Alagna
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Hernando

Acknowledged Before me this 10 day of April, 2006, by Nils A. Schoultz, personally known to me, or who produced _____ as identification.

My Commission expires:

Laurie J. Ciannamie
Notary Public



STATE OF FLORIDA
COUNTY OF Hernando

Acknowledged Before me this 1st day of May, 2006, by Mark Alagna, personally known to me, or who produced _____ as identification.

My Commission expires:

Paul H. Nessler Jr.
Notary Public
PAUL H. NESSLER, JR.

