

W6000091080

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JR

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **
LOUIS A. "DREW" LAGRANDE ***

- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanPA.com

September 12, 2006

VIA DHL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sirs/Madams:

Attached for filing please find a Certificate of Conversion whereby **BRANDON ANESTHESIA ASSOCIATES**, a Florida general partnership, will convert into **BRANDON ANESTHESIA ASSOCIATES, L.L.C.**, a Florida limited liability company.

The Articles of Organization of **BRANDON ANESTHESIA ASSOCIATES, L.L.C.** are also attached, as well as a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing.

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TALLAHASSEE, FLORIDA

Secretary of State
September 12, 2006
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If you have any questions on the attached, please contact Tina Arvin of my office at 727-442-1200 x. 241.

Best personal regards,



Alan S. Gassman

ASG:*tja
Enclosures

cc: Jorge L. Acosta, M.D. (w/ encl. via U.S. mail)
Calvin K. Kim, M.D. (w/ encl. via U.S. mail)
Daniel Kramer, D.O. (w/ encl. via U.S. mail)
Wayne Pickard, M.D. (w/ encl. via U.S. mail)
Luis Garcia, C.P.A., M.B.A. (w/ encl. via U.S. mail)

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TALLAHASSEE, FLORIDA

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

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:

BRANDON ANESTHESIA ASSOCIATES

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **General 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 **January 1, 1996**
(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:

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

BRANDON ANESTHESIA ASSOCIATES, L.L.C.

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: _____
(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 11 day of September 2006.

Signature of Authorized Person: _____



Printed Name: ALAN S. GASSMAN Title: AUTHORIZED REPRESENTATIVE

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)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BRANDON ANESTHESIA ASSOCIATES, L.L.C.**

a Florida Limited Liability Company

**ARTICLE I
NAME**

The name of this Limited Liability Company is BRANDON ANESTHESIA ASSOCIATES, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing and street address of the Limited Liability Company is:

5620 East Fowler Avenue, Suite C
Tampa, Florida 33617

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be Manager managed, with Officers and Directors as apply for a Florida corporation incorporated under Florida Statute Section 617. As of filing, the Officers and Directors of the Company are as follows:

JORGE L. ACOSTA, M.D. President/Director

DANIEL KRAMER, D.O. Vice President/Director

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 371750

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CALVIN K. KIM, M.D. Treasurer/Director

WAYNE A. PICKARD, M.D. Secretary/Director

The address for each of the above name Directors is as follows:

5620 East Fowler Avenue, Suite C
Tampa, FL 33617

ARTICLE V ADMISSION OF NEW MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The manager may admit new members in its sole and unfettered discretion subject only to the condition that such additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company 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 shall be:

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 shall not terminate the company, and the business of the company shall be automatically continued, so long as there is at least one remaining member.

ARTICLE VI NATURE OF BUSINESS

The purpose for which the limited liability company is organized shall be to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 371750

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AUTHORIZED REPRESENTATIVE OF MEMBERS
OF BRANDON ANESTHESIA ASSOCIATES, L.L.C.

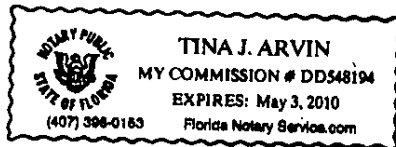


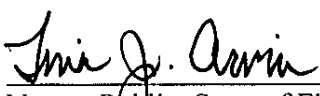
ALAN S. GASSMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11 day of September, 2006, by ALAN S. GASSMAN, as Authorized Representative of BRANDON ANESTHESIA ASSOCIATES, L.L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.





Notary Public, State of Florida
My Commission Expires:

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is:

BRANDON ANESTHESIA ASSOCIATES, L.L.C.

The name and Florida street address of the Registered Agent are:

Alan S. Gassman, Esquire
1245 Court Street
Suite 102
Clearwater, FL 33756

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 371750

Audit Fax #: _____

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.



ALAN S. GASSMAN

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