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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
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CONTACT: KATIE WONSCH

DATE: 12/22/2006

REF. #: 000177.61801

CORP. NAME: HARBORSIDE SURGERY CENTER, INC.

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 519550 FOR \$ 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
For
HARBORSIDE SURGERY CENTER, INC.
Into
HARBORSIDE SURGERY CENTER, LLC

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

P93000073402

- FIRST:** The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is HarborSide Surgery Center, Inc.
- SECOND:** The "Other Business Entity" is a Florida corporation, first incorporated under the laws of the State of Florida on October 22, 1993.
- THIRD:** The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is HarborSide Surgery Center, LLC.
- FOURTH:** The conversion shall be effective on the date of filing.

* * *

IN WITNESS WHEREOF, the "Other Business Entity" has caused this Certificate of Conversion to be executed in its name by its President, Stephen P. Moenning, M.D. on this 21st day of December, 2006.

HARBORSIDE SURGERY CENTER, INC.,
a Florida corporation

By: 
Stephen P. Moenning, M.D., President

**ARTICLES OF ORGANIZATION
OF
HARBORSIDE SURGERY CENTER, LLC**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles of Organization of **HARBORSIDE SURGERY CENTER, LLC** (the "Limited Liability Company"), hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

HarborSide Surgery Center, LLC

ARTICLE II — Address:

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

610 E. Olympia Ave.
Suite 100
Punta Gorda, Florida 33950

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Registered Agent:

The name and address of the registered agent for service of process in the state shall be:

Stephen P. Moenning, M.D.
610 E. Olympia Ave.
Suite 100
Punta Gorda, Florida 33950

ARTICLE V — Management:

The Limited Liability Company will be a manager-managed company.

IN WITNESS WHEREOF, the undersigned, as an Authorized Signatory, has executed the foregoing Articles of Organization as of this 21st day of December, 2006.



Stephen P. Moenning, M.D., *Authorized Signatory*

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

HARBORSIDE SURGERY CENTER, LLC

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent as provided for in Chapter 608, Florida Statutes.



Stephen P. Moenning, M.D.

Dated: December 21, 2006