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(Business Entity Name)

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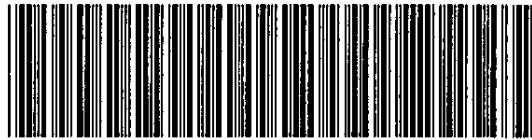
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**GASSMAN, BATES & ASSOCIATES, P.A.**  
**ATTORNEYS AT LAW**

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

December 20, 2006  
VIA DHL EXPRESS

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: CENTRAL FLORIDA HEART CENTER, P.A.**

Dear Sirs/Madams:

Attached for filing please find a Certificate of Conversion, whereby CENTRAL FLORIDA HEART CENTER, P.A. will convert into CENTRAL FLORIDA HEART CENTER, L.L.C.

The Articles of Organization of CENTRAL FLORIDA HEART CENTER, L.L.C. (a Florida limited liability company) 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.

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: Michelle Hodges (w/ encl. via U.S. mail)  
Fred Doerr, CPA (w/ encl. via U.S. mail)

J:\C\Central Florida Heart Center, P.A\Conversion from P.A. to L.L.C\Sec. of State.2.wpd  
7156

**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:

**CENTRAL FLORIDA HEART CENTER, P.A.**

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **PROFESSIONAL ASSOCIATION**  
(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 23, 1995**

(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:

**CENTRAL FLORIDA HEART CENTER, 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 20th day of December 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**  
**CENTRAL FLORIDA HEART CENTER, L.L.C.**  
**a Florida Limited Liability Company**

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company is CENTRAL FLORIDA HEART CENTER, L.L.C. (the "Company").

**ARTICLE II**  
**ADDRESS**

The mailing address of the Limited Liability Company is:

3310 SW 34th Street  
Ocala, FL 34474

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

3310 SW 34th Street  
Ocala, FL 34474

**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.

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

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#### ARTICLE IV MANAGEMENT

The Limited Liability Company is to be Manager managed, and the name and address of the Managers to serve are:

Joseph R. Alonso, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Srinivasa K. Murthy, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Anis Shahmiri, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

William F. Dregon, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Ali Nasser, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Ira M. Stone, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Justin Ferns, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Jayanti Panchal, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Julio C. Ugarte, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Siva S. Gummadi, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Asad U. Qamar, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Fredrick M. Yutani, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Vijay K. Mittal, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

Swaroop Rai, M.D.  
3310 SW 34th Street  
Ocala, FL 34474

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#### 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.

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

Audit Fax #: \_\_\_\_\_

Audit Fax #: \_\_\_\_\_

**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.

AUTHORIZED REPRESENTATIVE OF MEMBERS  
CENTRAL FLORIDA HEART CENTER, L.L.C.

  
\_\_\_\_\_  
ALAN S. GASSMAN

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STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

The foregoing instrument was acknowledged before me this 20 day of December, 2006, by ALAN S. GASSMAN, as Authorized Representative of CENTRAL FLORIDA HEART CENTER, L.L.C., who is personally known to me.

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

Audit Fax #: \_\_\_\_\_

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



*Tina J. Arvin*  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

### 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:

CENTRAL FLORIDA HEART CENTER, 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

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TALLAHASSEE, FLORIDA

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*  
\_\_\_\_\_  
ALAN S. GASSMAN

J:\C\Central Florida Heart Center, P.A\Conversion from P.A. to L.L.C\Articles of Organization.1c.wpd  
dlg\*bd 8/2/06

Alan S. Gassman, Esquire  
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Clearwater, FL 33756  
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