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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

☐ WAIT☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ **Certificates of Status _____**

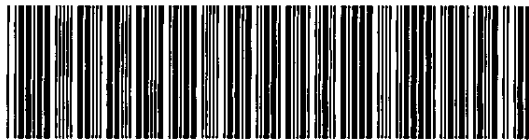
Special Instructions to Filing Officer:

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2007 MAY 29 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
McCLELLAND, JONES LYONS &
LACEY, L.C.

CLIFTON A. McCLELLAND, JR.
HARRY A. JONES
AARON D. LYONS
STEPHEN J. LACEY

ONE HARBOR PLACE
1901 SOUTH HARBOR CITY BLVD.
SUITE 500
MELBOURNE, FLORIDA 32901-4770

TEL (321) 984-2700
FAX (321) 723-4092
HJONES@MILANDL.COM
Private Line: (321) 984-9859

March 21, 2007

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: 850 Century Medical Drive, LLC

Dear Sir/Madam:

Enclosed find an original and one copy of Certificate of Conversion with the attached Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$150.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Sincerely,



Carol F. Smith, Paralegal Asst to
Harry A. Jones, Esquire

cfs

Enclosure: As Noted



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2007

CAROL F. SMITH
ONE HARBOR PLACE
1901 S. HARBOR CITY BLVD., STE. 500
MAITLAND, FL 32901-4770

SUBJECT: 850 CENTURY MEDICAL DRIVE, L.L.C.
Ref. Number: W07000014999

We have received your document for 850 CENTURY MEDICAL DRIVE, L.L.C. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion indicates you are converting a Florida general partnership into a Florida LLC. There is no general partnership registered with this office by the name of 850 CENTURY MEDICAL DRIVE, L.L.C.. A general partnership may not use the suffix LLC and a general partnership registration statement must be on file in this office before a Florida general partnership can convert into another business entity. I am enclosing a blank general partnership registration form and the fee to file that application (which must be filed first or at the same time as the conversion and articles of organization) is \$50.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Document Specialist

Letter Number: 107A00020771

LAW OFFICES
**McCLELLAND, JONES LYONS &
LACEY, L.C.**

CLIFTON A. McCLELLAND, JR.
HARRY A. JONES
AARON D. LYONS
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TEL (321) 984-2700
FAX (321) 723-4092
HJONES@MJLANDL.COM
Private Line: (321) 984-9859

May 24, 2007

Via FedEx: 7902 5529 1124

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

Re: Subject: 850 Century Medical Drive, LLC
Reference No.: W07000014999
Letter Number: 107A00020771

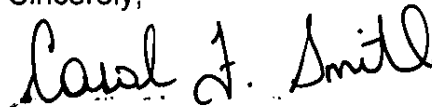
Dear Ms. Sellers:

I am in receipt of your letter dated March 27, 2007, with regards to the above captioned matter. We have corrected Page 1, first article to reflect the correct name of the unincorporated business.

I have once again enclosed the original and one (1) copy along with a self addressed stamped envelope for the return of a stamped copy to our office.

In the event you have any questions please do not hesitate to give me call.

Sincerely,



Carol F. Smith, Paralegal to
Harry A. Jones, Esquire

Enclosures: As Noted

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity formerly doing business as General Partnership hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Liability Company:

First: The name of the unincorporated business immediately prior to filing this document was:

LEVINE & ZIMM

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

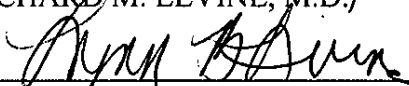
- A. Date: **June 30, 1993**
- B. Jurisdiction: **Florida**
- C. If different from the above-noted jurisdiction, the jurisdiction immediately prior to its conversion: **N/A**

Third: The name of the Limited Liability Company as set forth in the attached Articles of Organization is:

850 CENTURY MEDICAL DRIVE, L.L.C.

IN WITNESS WHEREOF, the undersigned members do make and file this Certificate of Conversion and attached Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hand and seal this 20 day of March, 2007.


RICHARD M. LEVINE, M.D.


LYNN B. LEVINE


SOLOMON ZIMM, M.D.


NINA S. ZIMM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

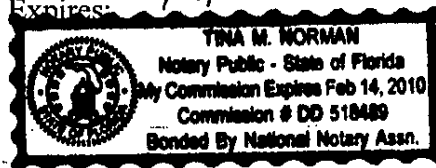
FILED

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, RICHARD M. LEVINE, M.D., appeared, and he acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in him. Said person [☒] is personally known to me or [☐] presented drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 20
day of MARCH, 2007.

Tina M. Norman
Notary Public
My Commission Expires: 2/14/2010

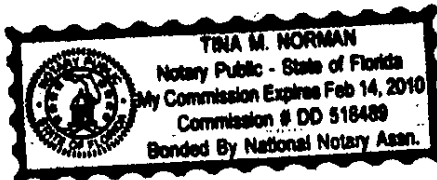


STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, LYNN B. LEVINE appeared, and she acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in her. Said person [☒] is personally known to me or [☐] presented drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 20
day of MARCH, 2007.

Tina M. Norman
Notary Public
My Commission Expires: 2/14/2010



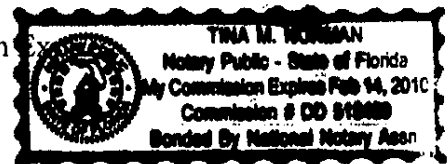
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, SOLOMON ZIMM, M.D., appeared, and he acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in him. Said person ☒ is personally known to me or ☐ presented drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 20
day of March, 2007.

Tina M. Norman
Notary Public
My Commission Expires 2/14/2010

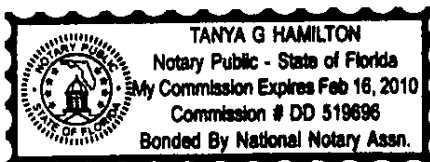


STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, NINA S. ZIMM appeared, and she acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in her. Said person ☒ is personally known to me or ☐ presented drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 27
day of Feb, 2004.

Tanya G Hamilton
Notary Public
My Commission Expires 2/16/2010



FILED
2007 MAY 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

850 CENTURY MEDICAL DRIVE, LLC

The undersigned persons hereby adopt these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I – NAME

The name of the limited liability company shall be:

850 CENTURY MEDICAL DRIVE, LLC (the “Company”).

ARTICLE II – DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III – PURPOSE

The purpose of the Company is to engage in any and all lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV – ADDRESS

The initial street and mailing address of the principal place of business of the Company is 850 Century Medical Drive, Titusville, FL 32796.

ARTICLE V – REGISTERED AGENT

The address in Florida of the initial registered office of the Company is 850 Century Medical Drive, Titusville, FL 32796, and the name of the initial registered agent of the Company at that address is RICHARD M. LEVINE.

ARTICLE VI – MANAGEMENT

The Company shall be managed by one (1) or more managers. The names and addresses of the initial manager of the Company is as follows:

RICHARD M. LEVINE, M.D.
850 Century Medical Drive
Titusville, FL 32796

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII – ADOPTION OF OPERATING AGREEMENT

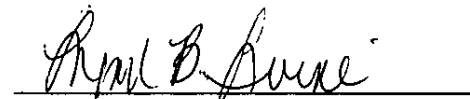
The Members of the Company shall adopt an Operating Agreement which shall contain the provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.


ARTICLE VIII – AMENDMENT

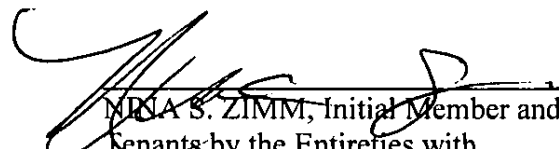
The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 20 day of March, 2007.


RICHARD M. LEVINE, M.D., Initial
Manager, Initial Member and Tenants
by the Entireties with Lynn B. Levine,
his wife


LYNN B. LEVINE, Initial Member
and Tenants by the Entireties with
Richard M. Levine, M.D., her
husband


SOLOMON ZIMM, M.D., Initial
Member and Tenants by the Entireties
with Nina S. Zimm, his wife


NINA S. ZIMM, Initial Member and
Tenants by the Entireties with
Solomon Zimm, M.D., her husband

ACCEPTANCE BY REGISTERED AGENT

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.


RICHARD M. LEVINE, M.D.

2007 MAY 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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