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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



a Wolters Kluwer business

CT
1203 Governors Square Blvd.
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850 222 1092 tel
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September 27, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 OCT -1 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7035367 SO
Customer Reference 1: 969912.20035
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Medical Partners Surgery Center, Ltd. (FL)
Conversion
Florida

Medical Partners Surgery Center, Ltd. (FL)
Obtain Document - Misc - Cert Copy of Conversion
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

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FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
A 9500001351

**CERTIFICATE OF CONVERSION
OF
MEDICAL PARTNERS SURGERY CENTER, LTD.
(a Florida limited partnership)
INTO
MEDICAL PARTNERS SURGERY CENTER, L.L.C.
(A 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.

- FIRST: The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **Medical Partners Surgery Center, Ltd.**
- SECOND: The "Other Business Entity" is a limited partnership first formed under the laws of the State of Florida on September 12, 1995.
- THIRD: The jurisdiction of the "Other Business Entity" has not changed.
- FOURTH: The name of the Florida limited liability company as set forth in the attached Articles of Organization is **Medical Partners Surgery Center, L.L.C.** ("Company").
- FIFTH: The conversion shall be effective on the date of filing.

IN WITNESS WHEREOF, this Certificate of Conversion is hereby signed on behalf of a member of the Company this 27 day of September, 2007.

NSC JACKSONVILLE, INC.

By: [Signature]
Name: Jody Martin
Title: VP

FLORIDA

**ARTICLES OF ORGANIZATION OF
MEDICAL PARTNERS SURGERY CENTER, L.L.C.**

(A FLORIDA LIMITED LIABILITY COMPANY)

Pursuant to s.608.407 of the Florida Statutes the undersigned states as follows:

1. The name of the limited liability company is **MEDICAL PARTNERS SURGERY CENTER, L.L.C.** ("Company").
2. The mailing address and street address of the principal office of the Company is:
4545 Emerson Expressway
Jacksonville, Florida 32207
3. The registered agent's name is **CT CORPORATION SYSTEM.**

The address of the registered agent in Florida is,


1200 South Pine Island Road
Plantation, Florida 33324

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 as provided for in Chapter 608, F.S..

 Judith B. Argao
Asst. Secretary & V. President
Registered Agent

IN WITNESS WHEREOF, these Articles of Organization are hereby signed on behalf of a member of the Company this 27 day of September, 2007.

NSC JACKSONVILLE, INC.

By: 
Name: Judy Martin
Title: VP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA