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**EXAMINER** 



Attorneys at Law

660 U.S. Highway One Third Floor North Palm Beach, Florida 33408-4606 561.627.8100 Fax: 561.622.7603

www.hsplaw.com

Writer's Email: jkrauss@hsplaw.com

May 7, 2008

VIA FEDERAL EXPRESS: 850-245-6051

Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Hiatt Childrens' Center, Inc. conversion to Hiatt Children's Center, LLC

Dear Sir or Madam:

Re:

Enclosed is an original and a duplicate of the Certificate of Conversion with attached Articles of Organization for converting Hiatt Children's Center, Inc., a Florida corporation to Hiatt Children's Center, LLC, a Florida limited liability company.

Also enclosed is our firm check in the amount of \$150.00 representing the required filing fees.

Upon filing, please provide evidence of filing by returning a validated copy in the self-addressed stamped envelope provided. If there is a problem with this filing, I would ask that you contact me immediately.

Sincerely,

HAILE, SHAW & PFAFFENBERGER, P.A.

Julie N. Krauss, Legal Assistan

/jnk

# **Certificate of Conversation**

For

## HIATT CHILDREN'S CENTER, INC.,

#### a Florida corporation

Into

# HIATT CHILDREN'S CENTER, LLC,

a Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert HIATT CHILDREN'S CENTER, INC. into a Florida Limited Liability Company in accordance with s. 608.439, and 607.112, Florida Statutes.

- 1. HIATT CHILDREN'S CENTER, INC., a Florida corporation, filed on September 9, 1989 under File No. L17661, desires to convert to a Florida Limited Liability Company and the conversion complies with the requirements of Chapters 607 and 608, Florida Statutes.
- 2. A Plan of Conversion was duly adopted by unanimous written consent of the Sole Shareholder and Sole Director of the Corporation.
- 3. The Effective Date of the Conversion shall be the date this Certificate is filed with the Florida Department of State.
- 4. The address of the principal office of the HIATT CHILDREN'S CENTER, LLC is as set forth in the attached Articles of Organization.

Signed this 5 day of May, 2008
Signature of Authorized Person: Mary Sandrini, Director

# ARTICLES OF ORGANIZATION

#### **OF**

#### HIATT CHILDREN'S CENTER, LLC

The undersigned authorized representative of a member, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

#### ARTICLE I - NAME

The name of the limited liability company shall be HIATT CHILDREN'S CENTER, LLC (the "Company").

#### **ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 353 Hiatt Drive, West Palm Beach, Florida 33401.

#### ARTICLE III - REGISTERED AGENT

The name of the registered agent of the Company in the State of Florida is Haile, Shaw & Pfaffenberger, P.A. with an address at 660 U.S. Highway #1, Third Floor, North Palm Beach, Florida 33408.

#### ARTICLE IV - MANAGEMENT BY MANAGERS

The Company is to be managed by one or more Managers, and is, therefore, a manager-managed limited liability company.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member of the Company has made, subscribed and affirmed these Articles of Organization under the penalties of perjury at North Palm Beach, Florida, as of this \_5112 day of May, 2008.

Philip M. DiComo, Authorized

Representative

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article III of the foregoing Articles of Organization.

- 1. The name of the limited liability company is HIATT CHILDREN'S CENTER, LLC.
- 2. The name of the registered agent in the State of Florida is Haile, Shaw & Pfaffenberger, P.A.
- 3. The address of the registered agent in the State of Florida is 660 U.S. Highway #1, Third Floor, North Palm Beach, Florida 33408.

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Liability Company. We are familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.

HAILE, SHAW & PFAFFENBERGER, P.A.

BY: /// DiComo

Date: 5/5/08

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SECRETARY OF STATE
NEW AMASSEE FLORID