

L08000108329

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

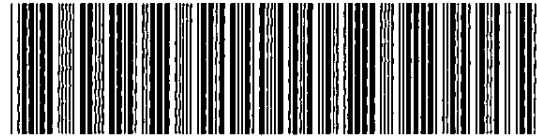
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/20/08--01002--023 **185.00

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08 NOV 19 PM 4: 28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/1/08

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08 NOV 19 PM 2: 45
DIVISION OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

NOV 21 2008

EXAMINER



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

November 10, 2008

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

FILED
08 NOV 19 PM 2:45
TALLAHASSEE, FLORIDA

Re: Order #: 7409389 SO
Customer Reference 1: 044863.0012
Customer Reference 2:

EFFECTIVE DATE 12/1/08

Dear Department of State, Florida:

Please file the attached:

OP Brandon, Inc. (FL)
Conversion
Florida

OP Kissimmee, Inc. (FL)
Conversion
Florida

OP Lake Parker, Inc. (FL)
Conversion
Florida

OP Melbourne, Inc. (FL)
Conversion
Florida

OP Miami, Inc. (FL)
Conversion
Florida

EFFECTIVE DATE 12/1/08

FILED
08 NOV 19 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Tandem Health Care of Vero Beach, Inc.

PA 7000084058

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation.

(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 09/29/1997

(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:

N/A

4. The name of the Florida Limited Liability Company as set forth in the attached **Articles of Organization**:

Tandem Health Care of Vero Beach, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: December 1, 2008

(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 November 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: /s/ Christina K. Firth
Printed Name: Christina K. Firth Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: /s/ Christina K. Firth
Printed Name: Christina K. Firth Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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)

EFFECTIVE DATE 12/1/08

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Tandem Health Care of Vero Beach, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

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TALLAHASSEE, FLORIDA

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

1035 Powers Place

1035 Powers Place

Alpharetta, GA 30009

Alpharetta, GA 30009

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

CT Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** acceptable)

Plantation, FL 33324

City, State, and Zip

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.

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Jennifer Quinn
Assistant Secretary

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Manager Member

Name and Address:

Manager

Christina K. Firth
1035 Powers Place
Alpharetta, GA 30009

Manager


John Chilson
1035 Powers Place
Alpharetta, GA 30009

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: December 1, 2008
(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Christina K. Firth, Manager

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)