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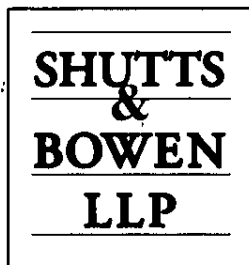
03/12/08--01003--001 \*\*150.00

FILED  
09 MAR 17 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FF \$150.00

N. O'Brien

MAR 17 2009



MELANIE B. ANDERSON, CP, FRP  
CERTIFIED PARALEGAL  
(561) 671-5837 Direct Telephone  
(561) 822-5526 Direct Facsimile

E-MAIL ADDRESS:  
manderson@shutts.com

August 28, 2008

**BY CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

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

Re: UROSOUTH, Ltd. LLLP  
Document Number: A98000000152

Dear Sir or Madam:

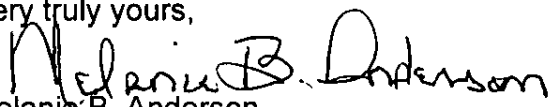
I am enclosing the following documents for filing with regard to the above-referenced entity:

1. Certificate of Conversion for Florida Limited Liability Limited Partnership into Florida Limited Liability Company;
2. Articles of Organization for Urosouth, LLC;
3. Urosouth's check number 4057 in the amount of \$150.00 representing the filing fee for the enclosed documents.

If you find the enclosed to be in order, please return a date-stamped copy of the Certificate of Conversion and Articles of Organization to the undersigned in the envelope provided.

If you have any questions or require additional information, please contact me. Thank you for your attention to this matter.

Very truly yours,

  
Melanie B. Anderson  
Certified Paralegal

Enclosure

cc: Mr. Stephen Pierce  
James A. Farrell, Esquire



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 15, 2008

SHUTTS & BOWEN LLP  
MELAINIE B. ANDERSON  
525 OKEECHOBEE BOULEVARD, SUITE 1100  
WEST PALM BEACH, FL 33401

SUBJECT: UROSOUTH, LLC  
Ref. Number: W08000042739

We have received your document for UROSOUTH, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6067.

Neysa Culligan  
Document Specialist

Letter Number: 108A00050127

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SECRETARY OF STATE  
(cont.)  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Florida Limited Liability Limited Partnership into a Florida Limited Liability Company in accordance with Sections 608.439 and 620.2104, Florida Statutes.

1. The name of the Florida Limited Liability Limited Partnership immediately prior to filing this Certificate of Conversion is: UROSOUTH, LTD. LLLP (the "Partnership").

A98-152

2. The Partnership was first organized in the State of Florida by filing a Certificate of Limited Partnership on January 13, 1998, with the Secretary of State.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: UROSOUTH, LLC (the "Company") and the address of the Company is 4709 SW 75<sup>th</sup> Avenue, Miami, FL 33155.

4. The conversion complies with the Florida Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (2008).

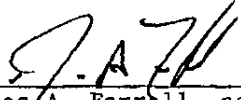
5. The Plan of Conversion was approved in accordance with Chapters 608 and 620, Florida Statutes.

6. The Written Consent of each partner of the Partnership who, as a result of the conversion, is now a member of the Company, was obtained pursuant to Section 620.2103, Florida Statutes.


7. The effective date of the conversion shall be the date that this Certificate of Conversion is filed with the Florida Department of State.

Signed this 26 day of August, 2008.

By:

  
James A. Farrell, as  
Authorized Agent for  
General Partner

By:

  
Stephen Pierce  
As Authorized Agent, for  
M. Bondhus, M.D., Managing Member

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:

**UroSouth, LLC**

**ARTICLE II - Address**

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

Mailing and Street	4709 SW 75 <sup>th</sup> Avenue
Address:	Miami, FL 33155
	Attn: Stephen Pierce

**ARTICLE III - Registered Agent and Office**

The name and the Florida street address of the initial registered agent of the Limited Liability Company are:

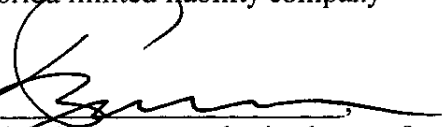
Registered Agent:	Stephen Pierce
Street Address	4709 SW 75 <sup>th</sup> Avenue
	Miami, FL 33155

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by one or more Members and is, therefore, a member-managed company.

Date: August ~~26~~ 2008

UroSouth, LLC,  
a Florida limited liability company

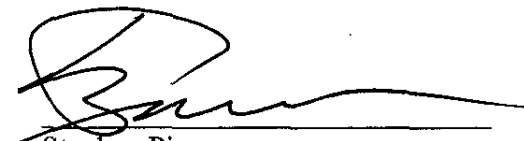
By:   
Stephen Pierce, as authorized agent for  
M. Bondhus, M.D., Member/Manager

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

### REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

REGISTERED AGENT

  
Stephen Pierce

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09 MAR 17 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA