

LO9000 117415

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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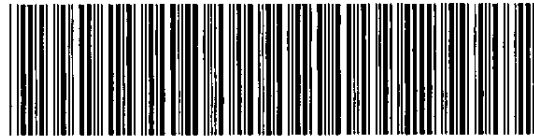
(Business Entity Name)

(Document Number)

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EXAMINER

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1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850.222.1092 tel
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December 9, 2009

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

FILED
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DIVISION OF CORPORATIONS
09 DEC -9 AM 10:33

Re: Order #: 7714689 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

~~Surgical Assist, Inc. (FL)~~
~~Conversion~~
~~Florida~~

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

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

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

**CERTIFICATE OF CONVERSION
FOR "OTHER BUSINESS ENTITY"
INTO FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC -9 AM 10:33

This Certificate of Conversion is submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Section 608.439 of the Florida Statutes.

1. The "Other Business Entity" is a Florida corporation that was first organized under the laws of the State of Florida on January 8, 2001, and is converting into a Florida limited liability company.

2. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Surgical Assist Inc. P01000003864

3. The name of the limited liability company into which the "Other Business Entity" is converting, as set forth in its Articles of Organization as filed with the Florida Department of State, is Surgical Assist, LLC.

4. The Plan of Conversion was approved by the board of directors and shareholders of the converting Florida corporation in accordance with Chapter 607 of the Florida Statutes.

5. This conversion shall be effective on the date this Certificate of Conversion and the Articles of Organization are filed with the Florida Department of State."

6. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

6550 N. Federal Highway
Suite 512
Fort Lauderdale, FL 33308

7. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.43595 of the Florida Statutes.

Signed this 9th day of December, 2009.

SURGICAL ASSIST INC.

By: J. Toby Gray, President

SURGICAL ASSIST, LLC

By: J. Toby Gray, Member

**ARTICLES OF ORGANIZATION
OF
SURGICAL ASSIST, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC -9 AM 10:33

The undersigned, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, Sections 608.401 *et seq.*, adopts the following Articles of Organization.

NAME

The name of the limited liability company is Surgical Assist, LLC (the "Company").

PRINCIPAL OFFICE

The principal office of the Company is located at 6550 N. Federal Highway, Suite 512, Ft. Lauderdale, Florida 33308.

MAILING ADDRESS

The mailing address of the Company is 6550 N. Federal Highway, Suite 512, Ft. Lauderdale, Florida 33308.

REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office for service of process in the state of Florida is 6550 N. Federal Highway, Suite 512, Ft. Lauderdale, Florida 33308. The name of the Company's initial registered agent at this address is John T. Gray.

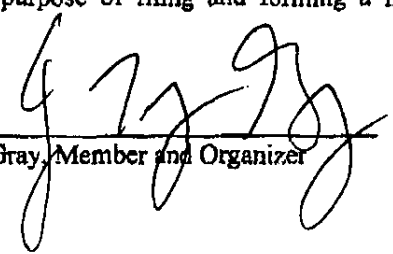
Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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 in Chapter 608 F.S.



J. Toby Gray

IN WITNESS WHEREOF, the undersigned person, acting as organizer being duly authorized, executes the foregoing Articles for the purpose of filing and forming a limited liability company in accordance with the Act.

Dated: December 9th, 2009



J. Toby Gray, Member and Organizer