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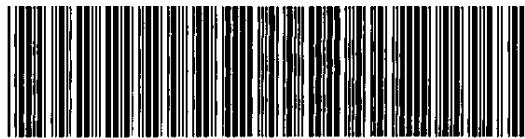
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TALLAHASSEE, FLORIDA

FILED

ROGERS, DEMPSEY AND PALADINO
ATTORNEYS
ONE CLEARLAKE CENTRE
250 SOUTH AUSTRALIAN AVENUE
SUITE 601
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS (1930 - 2002)

W. GLENN DEMPSEY
RICHARD PALADINO

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

November 16, 2010

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

Re: Sheldon H. Stekloff, MD, PLLC

Dear Sir:

Sheldon H. Stekloff, MD, PLLC would like to convert from a Virginia professional limited liability company to a Florida professional limited liability company. Accordingly, enclosed you will find the following documents to be filed in your office for the company:

1. An original and a duplicate copy of the Certificate of Conversion for Sheldon H. Stekloff, MD, PLLC.
2. An original and a duplicate copy of the Articles of Organization for Sheldon H. Stekloff, MD, PLLC.
3. A check from our firm in the amount of \$150.00, in payment of the filing fee for the Certificate of Conversion for Sheldon H. Stekloff, MD, PLLC and the Articles of Organization for Sheldon H. Stekloff, MD, PLLC.

I would appreciate it if you would file the original Certificate of Conversion and Articles of Organization. The duplicate copies of the Certificate and Articles should then be stamped by your office in order to acknowledge their receipt. I would appreciate it if you would then mail the duplicate copy of the Certificate and Articles to our office at 250 South Australian Avenue, Suite 601, West Palm Beach, Florida 33401.

If there is any reason why the documents will not be filed immediately, please give me a call. Thank you for your assistance in this matter.

Sincerely,

ROGERS, DEMPSEY & PALADINO


W. Glenn Dempsey

WGD/sab
Enclosures
cc: Sheldon H. Stekloff, MD

**CERTIFICATE OF CONVERSION
FOR
VIRGINIA PROFESSIONAL LIMITED LIABILITY COMPANY
INTO A
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted in order to convert the following Virginia professional limited liability company into a Florida professional limited liability company in accordance with Section 608.439 of the Florida Statutes (2010).

1. The name of the Virginia professional limited liability company immediately prior to the filing of this Certificate of Conversion is SHELDON H. STEKLOFF, MD, PLLC.
2. The Virginia limited liability company was organized under the laws of the state of Virginia on September 14, 2004.
3. The name of the Florida professional limited liability company as set forth in the attached Articles of Organization is SHELDON H. STEKLOFF, MD, PLLC.
4. The conversion shall be effective upon the date that this Certificate of Conversion is filed with the Florida Department of State.
5. The conversion is permitted by the applicable law(s) of the state of Virginia and the conversion complies with such law(s) and the requirements of Section 608.439 of the Florida Statutes (2010) in effecting the conversion.
6. The Virginia professional limited liability company currently exists on the official records of the jurisdiction under which it is currently organized.

IN WITNESS WHEREOF, the Manager of SHELDON H. STEKLOFF, MD, PLLC has executed this Certificate of Conversion this 15th day of November, 2010.

SHELDON H. STEKLOFF, MD, PLLC,
a Florida limited liability company

By:

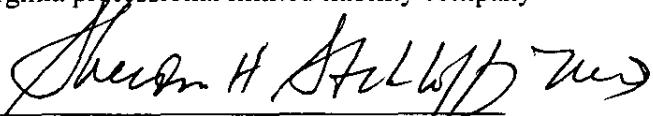
SHELDON H. STEKLOFF, M.D., Manager

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2010
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FLORIDA

FILED
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2010
CLERK OF THE
CIRCUIT COURT
OF
PINELLAS COUNTY

SHELDON H. STEKLOFF, MD, PLLC,
a Virginia professional limited liability company

By:


SHELDON H. STEKLOFF, M.D., Manager

WGD/Doc2010/Sheldon H Stekloff, MD, LLC – Certificate of Conversion

ARTICLES OF ORGANIZATION

OF

SHELDON H. STEKLOFF, MD, PLLC

ARTICLE I - NAME

The name of the professional limited liability company is SHELDON H. STEKLOFF, MD, PLLC.

ARTICLE II - PURPOSE

The purpose of the professional limited liability company is to engage in the practice of anesthesiology medicine. Each member of the company must be a licensed anesthesiologist.

ARTICLE III - DURATION

The professional limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State until the professional limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office of the professional limited liability company is 2121 North Ocean Boulevard, Apartment 802W, Boca Raton, Florida 33431.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of the professional limited liability company is SHELDON H. STEKLOFF, M.D., 2121 North Ocean Boulevard, Apartment 802W, Boca Raton, Florida 33431.

ARTICLE VI - ADDITIONAL MEMBERS

Additional members may be admitted to the professional limited liability company upon the unanimous agreement of all members of the professional limited liability company.

ARTICLE VI - MANAGEMENT

The professional limited liability company shall be managed by one manager that shall be appointed by the member of the professional limited liability company as provided in its Operating Agreement. The following is the name and address of the initial manager of the professional limited liability company:

SHELDON H. STEKLOFF, M.D.
2121 North Ocean Boulevard
Apartment 802W
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned member of the professional limited liability company has executed these Articles of Organization this 15th day of November, 2010.



SHELDON H. STEKLOFF, M.D., Member

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Organization was acknowledged before me this 15th day of November, 2010, by SHELDON H. STEKLOFF, M.D., who is either personally known to me or who produced his driver's license as identification



Notary Public, State of Florida

My Commission Expires:

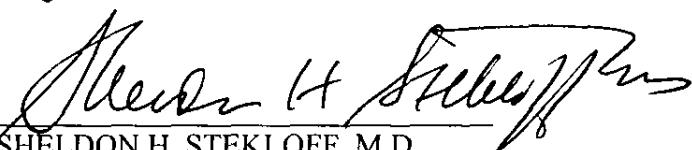
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, SHELDON H. STEKLOFF, MD, PLLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City Boca Raton, County of Palm Beach, State of Florida, has named SHELDON H. STEKLOFF, M.D. whose address is 2121 North Ocean Boulevard, Apartment 802W, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

I hereby accept my appointment as the registered agent for the above professional limited liability company at the place designated in this certificate. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes. In accordance with Section 608.408(3) of the Florida Statutes, the execution of this statement constitutes an affirmation under penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.

Dated: November 15, 2010



Sheldon H. Stekloff, M.D.