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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR  
MAY 19 2011  
EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 MAY 19 PM 1:10

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 05/19/2011

REF. #: 000174.148335

CORP. NAME: MERCEDES MEDICAL, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
11 MAY 19 PM 1:10

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION    | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION        | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION  |   |  |
| <input checked="" type="checkbox"/> OTHER: CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 539855 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**SHUMAKER**  
Shumaker, Loop & Kendrick, LLP

240 South Pineapple Avenue P.O. Box 49948 941.366.6660  
10th Floor Sarasota, Florida 34230-6948 941.366.3999 fax  
Sarasota, Florida 34236

[www.slk-law.com](http://www.slk-law.com)

BENJAMIN R. HANAN  
941.364.2788  
[bhanan@slk-law.com](mailto:bhanan@slk-law.com)

FILED STATE  
SECRETARY OF CORPORATIONS  
11 MAY 19 PM 1:10

April 18, 2011

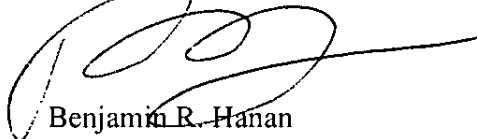
Florida Department of State

Re: Mercedes Medical, LLC  
File No. M00269-131881

To Whom It May Concern:

Attached please find Articles of Organization for Mercedes Medical, LLC. Please note that Mercedes Medical, LLC is related to Mercedes Medical, Inc. (P93000061407). Please file the Articles upon receipt.

Very truly yours,



Benjamin R. Hanan

BRH:jmm  
Enclosures

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 MAY 19 PM 1:10

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:

Mercedes Medical, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

P93000061407

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 08/30/1993

(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:

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

Mercedes Medical, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 17th day of May 2011.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: \_\_\_\_\_

Printed Name: Noelle A. Haft, Grantor & Trustee of Noelle A. Haft Trust Title: Member

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: \_\_\_\_\_

Printed Name: Noelle A. Haft

Title: President

Signature: \_\_\_\_\_

Printed Name: Robert S. Haft

Title: EVP

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)

# ARTICLES OF ORGANIZATION

MERCEDES MEDICAL, LLC,  
a Florida limited liability company

FILED STATE  
SECRETARY OF CORPORATION  
DIVISION  
11 MAY 19 PM 1:10

## ARTICLE I NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

MERCEDES MEDICAL, LLC

## ARTICLE II PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

7590 Commerce Ct.  
Sarasota, Florida 34243

## ARTICLE III INITIAL REGISTERED AGENT/OFFICE

The registered office of the Limited Liability Company and its initial registered agent shall be:


Troy E. Barnett  
7590 Commerce Ct.  
Sarasota, Florida 34243


## ARTICLE IV MANAGEMENT AND POWERS

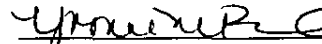
The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Regulations of the Limited Liability Company.


17th IN WITNESS WHEREOF, these Articles of Organization have been executed as of the  
day of May, 2011.

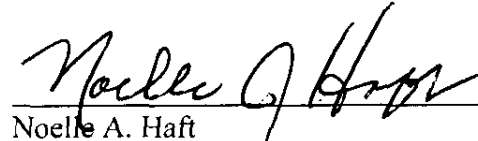
WITNESSES:

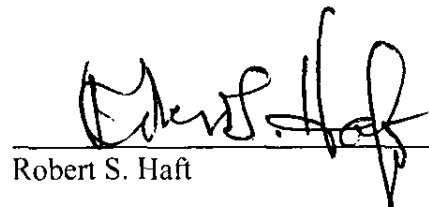
  
Print Name YVONNE M. BEVERLY

  
Print Name Kelly Lindgren

  
Print Name YVONNE M. BEVERLY

  
Print Name Kelly Lindgren

  
Noelle A. Haft

  
Robert S. Haft

“MANAGERS”

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:


MERCEDES MEDICAL, LLC

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

Troy E. Barnett  
7590 Commerce Ct.  
Sarasota, Florida 34243

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 5/17/2011

  
\_\_\_\_\_  
Troy E. Barnett

"REGISTERED AGENT"