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(Requestor's Name)

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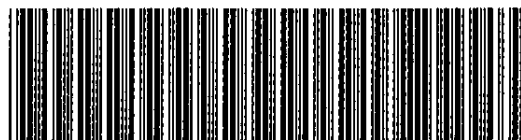
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JAN 17 2012

EXAMINER

RHG RAPPEL
HEALTH LAW GROUP, P.L.

BRIDGEWATER — SUITE A 210 — 1515 INDIAN RIVER BOULEVARD — VERO BEACH, FLORIDA 32960-7103
TELEPHONE: 772.778.8885 — FACSIMILE: 772.778.8883 — E-MAIL: postmaster@rappelhealthlaw.com
January 12, 2012

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Drive
Tallahassee, Florida 32301

**Re: Internal Medicine Consultants of St. Lucie County, P.A.
Conversion Documents
Florida Corporation in to Florida Limited Liability Company**

Dear Sir/Madam:

Please find enclosed a Certificate of Conversion, Articles of Organization, and a check in the amount of One Hundred Eighty Five and 00/100ths Dollars (\$185.00) for Filing Fees, Certified Copy, and Certificate of Status, which are being submitted to convert an "Other Business Entity" (Internal Medicine Consultants of St. Lucie County, P.A.) into a "Florida Limited Liability Company" in accordance with Section 608.439, *Florida Statutes*.

Please return all correspondence concerning this matter to:

Robert Rappel, DO, JD
Rappel Health Law Group, PL
1515 Indian River Boulevard, Suite A-210
Vero Beach, Florida 32960
Telephone: 772.778.8885
Facsimile: 772.778.8883
Electronic Correspondence: dr@rappelhealthlaw.com

Should you have any questions regarding the above, please contact us at your convenience.

Very truly yours,

RAPPEL HEALTH LAW GROUP
A Professional Limited Liability Company

ROBERT RAPPEL, D.O., J.D.
For the Firm

/dr

Enclosures: As stated

cc: Jay I. Schorr, M.D. (w/o encl.)
Lailita Janke, MGM, All Medical Holdings, LLC
Gregory J. Blodig, Esq., Greenspoon Marder, P.A.

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ROBERT RAPPEL, D.O., J.D. *† | CRAIG M. RAPPEL, ESQ.*§ | GLENN A. CRAIG, M.Sc. Ed., J.D?

* MEMBER FLORIDA AND DC BAR | ◇ OF COUNSEL | † BOARD CERTIFIED HEALTH LAW ATTORNEY | § MEMBER LAW SOCIETY OF ENGLAND & WALES, SRA No. 492691

520087

**CERTIFICATE OF CONVERSION
FOR
INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, P.A.
INTO
INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY**

This **CERTIFICATE OF CONVERSION** ("Certificate") and attached Articles of Organization are submitted to convert **INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, P.A.**, a Florida professional service corporation into a Florida Limited Liability Company in accordance with Section 608.439, *Florida Statutes*, hereby states as follows:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, P.A.

a Corporation first organized and incorporated under the laws of the State of Florida on December 20, 1990.

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

INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, L.L.C.

and shall be effective on the date of filing.

3. This conversion is permitted by Section 607.1112 of the Florida Business Corporation Act (as amended) and its applicable law(s) governing same, and the conversion complies with Section 608.439 of the Florida Limited Liability Act (as amended).

4. **INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, P.A.** currently exists on the official records of the Division of Corporation, Secretary of State for the State of Florida and is current in its filing of the Annual Report.

The Member or authorized representative of a Member affirms that the facts stated in this Certificate of Conversion are true and understands that any false information contained in this document constitutes a third degree felony as provided for

in Section 817.155, *Florida Statutes*. Further, in accordance with Section 608.439, *Florida Statutes*, the Member or authorized representative has caused this Certificate of Conversion to be executed this 11th day of January, 2012.

INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, L.L.C.

By: Jay I. Schorr
Jay I. Schorr, M.D.

Authorized Representative or Member in accordance with Section 608.408, *Florida Statutes*, execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

INTERNAL MEDICINE CONSULTANTS OF ST. LUCIE COUNTY, P.A.

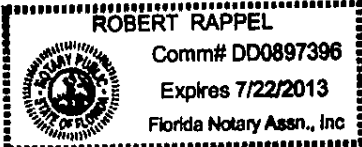
By: Jay I. Schorr
Name: Jay I. Schorr, M.D.
Its: President Director/Shareholder

AGREEING TO AND APPROVING OF THE ABOVE AS ALL OF ITS OFFICERS, DIRECTORS AND SHAREHOLDERS.

The individuals signing above for Internal Medicine Consultants of St. Lucie County, P.A. affirm that the facts stated in this document are true, and understand that any false information constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 11th day of January, 2012, by Jay I. Schorr, M.D., who is personally known to me and who did not take an oath.

(Seal) 

By: [Signature]
Notary Public
Commission Number: DD0897396

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2 JAN 13 AM 11:58
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TALLAHASSEE, FLORIDA