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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J. SAULSBERRY
EXAMINER

JAN 19 2012



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2011

PALM BEACH ORTHOPAEDIC ASSOCIATES, L.L.C.
2580 METRO CENTRE BLVD W.
SUITE 1
WEST PALM BEACH, FL 33407

SUBJECT: PALM BEACH ORTHOPAEDIC ASSOCIATES, L.L.C.
Ref. Number: W11000062796

We have received your document for PALM BEACH ORTHOPAEDIC ASSOCIATES, L.L.C. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$115.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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) 245-6097.

Jeraline Saulsberry
Regulatory Specialist II

Letter Number: 311A00028097

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CERTIFICATE OF CONVERSION
FOR
Palm Beach Orthopaedic Associates, P.A.
INTO
Palm Beach Orthopaedic Associates, L.L.C.
("OTHER BUSINESS ENTITY")

PG3000000876
1-6-93

This Certificate of Conversion is submitted to convert the following Florida Profit Corporation into a limited liability company in accordance with Section 607.1112, Florida Statutes.

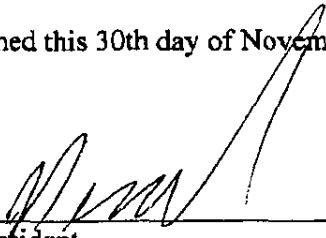
1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is Palm Beach Orthopaedic Associates, P.A.
2. The name of the Other Business Entity is: Palm Beach Orthopaedic Associates, L.L.C.
3. The Other Business Entity is a limited liability company organized under the laws of the State of Florida.
4. The above referenced Florida Profit Corporation has converted into a limited liability company in compliance with Florida Statutes, Chapter 607 and the conversion complies with Chapter 608, Florida Statutes.
5. The plan of conversion was approved by the converting corporation, in accordance with Florida Statutes, Chapter 607.
6. The written consent of each shareholder who, as a result of the conversion, is now a member of the surviving entity was obtained pursuant to Florida Statutes Section 607.1112(6).
7. This conversion was effective under the laws governing the Other Business entity on the date this Certificate of Conversion is filed with the Florida Secretary of State.
8. This conversion shall be effective in Florida on the date this Certificate of Conversion is filed with the Florida Secretary of State.
9. The Other Business Entity's principal office address is:

2580 Metro Centre Blvd W, Suite 1, West Palm Beach, FL 33407

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10. The Other Business Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Florida Statutes, Sections 607.1301-607.1333.

Signed this 30th day of November 2011



, President

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PLAN OF CONVERSION OF
PALM BEACH ORTHOPAEDIC ASSOCIATES, P.A.
INTO
PALM BEACH ORTHOPAEDIC ASSOCIATES, L.L.C.

This **PLAN OF CONVERSION** (the "Plan") has been adopted and approved by the Shareholders of Palm Beach Orthopaedic Associates, P.A. (the "Company") as provided in that certain Joint Written Consent of the Shareholders and the Directors in lieu of meetings thereof dated November 30, 2011, to which a specimen copy of this Plan was attached, and is for the purpose of effecting a conversion of the Company into a Florida limited liability company in accordance with Sections 607.1115 and Section 608.4401, of the Florida Statutes (the "Applicable Laws").

A. The name of the converting entity is Palm Beach Orthopaedic Associates, P.A., a Florida professional corporation, which was organized under Florida law on January 6, 1993.

B. The conversion of the Company into a Florida limited liability company has been duly approved and authorized by its shareholders and Directors in accordance with the Applicable Laws.

C. The Company desires to be converted into a Florida limited liability company pursuant to this Plan and the Applicable Laws.

NOW THEREFORE, intending to comply with the Applicable Laws, the Company hereby adopts the following the Plan:

1. **Conversion**

1.1. **Conversion and Effective Time.** The Company shall be converted into a Florida corporation in accordance with the Applicable Laws (the "Conversion"), effective on the latter as of date upon which the Certificate of Conversion is filed with the Florida Secretary of State ("Effective Time").

1.2. **Name and Jurisdiction of Converting and Resulting Entities.** The Company is the converting entity. The resulting entity is "Palm Beach Orthopaedic Associates, L.L.C. ("LLC") and its jurisdiction of organization shall be the State of Florida.

1.3. **Terms and Conditions of Conversion; Initial Interests of Inc.** All of the shares in the Company, as they exist as of the Effective Time, shall be converted into Membership Interests LLC (the "Interests") with each share in the company representing 1 percent of the Interests following the Conversion. For purposes of the Florida Limited Liability Company Act LLC's members rights to distributions, profits and losses, voting and approval rights, and any other rights of participation or interests in LLC, shall be allocated among them in proportion to the Interests held by them.

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1.4. Filing of Certificate of Conversion and Articles of Organization. The form of Certificate of Conversion attached hereto as Exhibit A, and the form of Articles of Organization for LLC, attached hereto as Exhibit B, shall be completed, executed and filed with the Florida Department of State in the manner required by the Applicable Laws. The Certificate of Conversion and Articles of Organization shall be filed such that the Effective Time recited above shall apply to the Conversion.

1.5. Effect of Conversion. Without limiting the Applicable Laws, LLC shall be the sole continuing entity and shall continue to be governed by the Act and any other applicable laws of the State of Florida, and (i) all real property and other assets, rights, privileges, claims, immunities and franchises of the Company shall be deemed vested in LLC, without reversion or impairment, and (ii) all debts, liabilities and other obligations of the Company shall be deemed obligations of LLC. For the avoidance of doubt, any actions or proceedings pending by or against the Company may be continued against LLC as if the Conversion had not occurred.

2. Operating Agreement of LLC. If, as of the Effective Time, there is not an operating agreement adopted for LLC, the Company shall be governed by the provisions of the Act ("default provisions") to the extent such provisions are not inconsistent with this Plan, together with any other agreements which the LLC's members may reach in the meantime with respect to the business, operations and affairs of LLC which may vary from the default provisions of the Act.

3. Miscellaneous.

3.1. Further Assurances and Titling of Assets; Same Entity. On and after the Effective Time, the Company, and LLC and each of their respective officers shall take all such further actions and execute, acknowledge and deliver all such further instruments and documents as may be necessary or desirable to convey and transfer to, and vest in, LLC, and to protect the LLC's right, title and interest in and to, and enjoyment of, the assets, properties and business of the Company and as may otherwise be appropriate to carry out the transactions provided for in this Plan. Without limiting the foregoing, if at any time after the Effective Time, LLC shall determine that it is advisable to perfect, confirm, evidence or otherwise formalize, including by public filings (including real estate title recordation offices), bills of sale, assignments or other actions or instruments, the continued vesting in LLC of the Company's right, title or interest to any of its real estate and other assets, claims or rights as a result of the Conversion, or to otherwise carry out the Conversion, then an officer of LLC shall execute and deliver in the name and on behalf of Company all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers. The act of executing and delivering any such instrument shall not be construed for any purpose as treating LLC as an entity that is separate and distinct from the Company, it being the intent that Applicable Laws shall control the determination that LLC is for all purposes the same entity that existed before the Conversion.

3.2. Modification, Termination or Waiver. This Plan may be amended, modified, abandoned, superseded or terminated in a writing signed by a majority in interest of the directors and/or shareholders of Inc after the Effective Time.

3.3. Notices. Any notice or other communication required or which may be given hereunder shall be in writing and either be delivered personally to the addressee or mailed, by express, certified or registered mail, postage prepaid, and shall be deemed given when so delivered personally, or if mailed, three days after the date of mailing.

3.4. Binding Effect and Assignment. This Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

3.5. Entire Plan. This Plan contains all of the provisions for a plan of conversion under the Applicable Laws, and there are no other conditions, terms, understandings or agreements concerning the Conversion other than those set forth herein.

3.6. Governing Law. This Plan shall be governed by, and construed in accordance with, the Applicable Laws.

3.7. Counterparts. This Plan may be executed in several counterparts, each of which shall be deemed to be an original, but which together shall constitute one and the same instrument.

3.8. Section Headings. The section headings contained in this Plan are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan.

3 [Signature on following page]

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TALLAHASSEE, FLORIDA

The undersigned has caused this Plan to be executed as of the day and year first above written.

The Company:

Palm Beach Orthopaedic Associates, P.A.

By: 

Name:

Title: President

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PALM BEACH ORTHOPAEDIC ASSOCIATES, L.L.C.**

ARTICLE I

The name the Limited Liability Company is:

Palm Beach Orthopaedic Associates, L.L.C.

ARTICLE II

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

2580 Metro Centre Blvd. W.
Suite 1
West Palm Beach, FL 33407

ARTICLE III

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

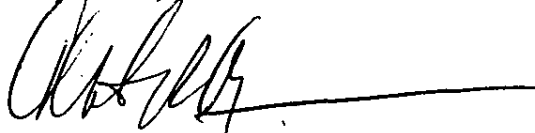
Law Offices of Jeff Cohen, P.A.
909 SE 5th Avenue
Suite 200
Delray Beach, FL 33483

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Having been named as registered agent and at 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 relating to the proper and complete performance of my duties and I am further familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

ARTICLE IV

The name and address of each Manager or Managing Member is as follows:

MGM

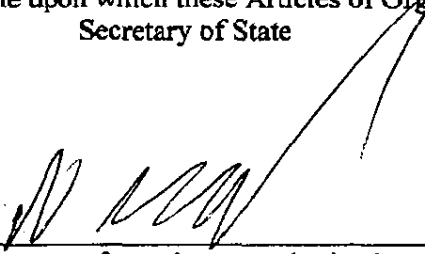
Brain and Spine Center, LLC
2580 Metro Centre Blvd. W.
Suite 1
West Palm Beach, FL 33407

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ARTICLE V

The effective date shall be the date upon which these Articles of Organization were filed with the Secretary of State

Required Signature:



Signature of member or authorized representative of member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Albert R. Meyer, Esq.
Law Offices of Jeff Cohen, P.A.
Authorized Representative