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T. CLINE  
JAN 31 2012  
EXAMINER

**HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.**

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

**JACKSONVILLE, FLORIDA 32202-5059**

EDWARD C. AKEL  
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DANIEL D. AKEL  
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JOHN R. STIEFEL, JR.  
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January 26, 2012

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Edward C. Taylor, PHD, P.A.  
Conversion to Edward C. Taylor, PHD., PL  
Check in the amount of \$150

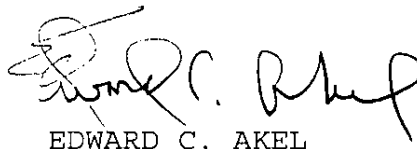
Dear Ladies and Gentlemen:

Enclosed are Certificate of Conversion, Articles of Organization and fees submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439 of the Florida Statutes.

Enclosed is a check for the amount of \$150 for filing fees of \$25 for the Conversion and \$125 for Articles of Organization.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned. Please advise us if you require anything further. Thank you for your assistance and cooperation.

Sincerely yours,

  
EDWARD C. AKEL

ECA/gp  
Enclosures

cc: Edward C. Taylor, PHD. (by email w/encl.)

CERTIFICATE OF CONVERSION  
OF  
EDWARD C. TAYLOR, PHD., P.A.  
("Other Business Entity")  
INTO  
EDWARD C. TAYLOR, PHD., P.L.  
(a Florida Limited Liability Company)


901-5717

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 EDWARD C. TAYLOR, PHD., P.A.
2. The "Other Business Entity" is a professional corporation first organized, formed or incorporated under the laws of FLORIDA on January 1, 2001.
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: Not Applicable.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization EDWARD C. TAYLOR, PHD., P.L.
5. The effective date of this Certificate of Conversion is on filing.

SIGNED this January 23, 2012.

EDWARD C. TAYLOR, PHD., P.A.

By   
Edward C. Taylor, PHD., Its President

EDWARD C. TAYLOR, PHD., P.L.

By   
Edward C. Taylor, PHD., Its Manager

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**ARTICLES OF ORGANIZATION**

**OF**

**EDWARD C. TAYLOR, PHD., PL**

The undersigned, for the purpose of forming a professional limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

**Article I**

**Name**

The name of this professional limited liability company shall be EDWARD C. TAYLOR, PHD., PL

**Article II**

**Principal Office and Mailing Address**

The principal office and mailing address of this professional limited liability company shall be 3750 San Jose Place, Suite 35, Jacksonville, Florida 32257.

**Article III**

**Initial Registered Agent and Address**

The name and street address of the initial registered agent of this professional limited liability company are:

Edward C. Taylor, PHD.  
3750 San Jose Place, Suite 35  
Jacksonville, Florida 32257

**Article IV**

**Effective Date; Duration**

The existence of this professional limited liability company shall commence on the date these Articles are filed with the Florida Department of State; subject, however, to the provisions of Florida Statutes Section 608.439(4). This professional limited liability company shall terminate on the date set forth in its Operating Agreement, or if there is no Operating Agreement, its existence shall be perpetual.

**Article V**

**Purposes**

This professional limited liability company is organized for the purpose of rendering "professional services" within the meaning of the Florida Professional Service Corporation and

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- Limited Liability Company Act (the "Act"), in the practice of medicine, through its members, officers, employees and agents who are duly licensed to practice medicine in the State of Florida; and
- to have and exercise all powers conferred by the Act and the laws of the State of Florida upon professional limited liability companies, including but not limited to the power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of professional services.

## **Article VI**

### **Admission of Additional Members**

The members may admit one or more additional members to the limited liability company, which additional members shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company. An assignee of a limited liability company interest in this limited liability company may become a member only if all members other than the member assigning the interest consent. A transferee who is not admitted as a member shall have only the rights of an assignee. An assignee of a membership interest who is not a member shall not be entitled to interfere in the management of this Limited Liability Company's affairs, vote, receive any information of its or inspect the its books. The assignee shall merely be entitled to receive, in accordance with the terms of the assignment, the distributions to which the assignor otherwise would be entitled.

## **Article III**

### **Management**

The Limited Liability Company is to be a manager-managed company. The manager or managers (referred to as "Manager") shall be elected and shall hold the offices and have the responsibilities accorded to them by the member or members as provided in the operating agreement or, if there is no Operating Agreement, then as provided by Florida law. The name and address of the initial Manager of this Limited Liability Company are:

Edward C. Taylor, PHD.  
3750 San Jose Place, Suite 35  
Jacksonville, Florida 32257

In addition to the powers and authority of the Manager as provided under Florida law or under any Operating Agreement for this Limited Liability Company and as provided under Section 608.4236 of the Florida Statutes, the Manager shall have the authority by written resolution or other instrument to delegate to officers or other persons such rights and powers as the Manager deems appropriate to manage and control the business and affairs of the Company. Such officers may include a President, one or more Vice Presidents, including an Executive Vice President, a Secretary and one or more Assistant Secretaries and a Treasurer. Any such officers elected or appointed shall have the same powers and authority to bind and act on behalf of the Limited Liability Company as do such officers of a corporation under Florida law unless a resolution or other instrument electing or appointing such officer or officers limits or expands the authority.

**Article VIII**  
**Operating Agreement**

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

**Article IX**  
**Amendment**


The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization the 23 day of January, 2012.

  
EDWARD C. TAYLOR, PHD

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process as registered agent for the above stated limited liability company, at the place designated in the Articles of Organization of the limited liability company to which this is attached, I hereby accept the appointment as registered agent and I agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open the registered office at the address below.

  
EDWARD C. TAYLOR, PHD.  
3750 San Jose Place, Suite 35  
Jacksonville, Florida 32257

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