

L12000084681

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

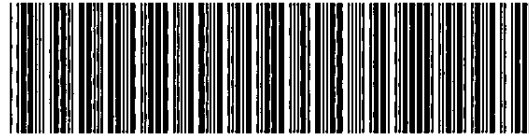
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700236223537

06/15/12--01031--024 **180.00

FILED
12 JUN 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
JUN 27, 2012
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2012

TOP DOCTORS LABS, LLC / ATTN: DAVID M. JEFFRIES
9341 SW 33RD ROAD
GAINESVILLE, FL 32608

SUBJECT: TOP DOCTORS LABS, LLC
Ref. Number: W12000032782

We have received your document for TOP DOCTORS LABS, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return the corrected original and one copy of 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) 245-6051.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 912A00016846

Top Doctors Labs, LLC
9341 SW 33rd Road
Gainesville, FL 32608

June 14, 2012

Florida Department of State
Division of Corporations
Tallahassee, FL

RE: RELEASE OF NAME AUTHORIZATION

Dear Sir or Madam:

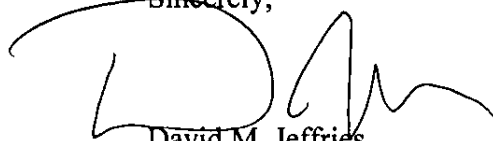
The owners of Top Doctors Labs, LLC, Southern Doctors Labs, LLC and Calitoga, LLC are all the same. We authorize the release of the name Top Doctors Labs, LLC to be used in the new Articles of Organization to be filed along with the Certificate of Conversion for Calitogo, LLC, a Delaware LLC. We are filing a Name Change Amendment for Top Doctors Labs, LLC so that we can file Articles of Organization along with the Certificate of Conversion.

Our intent was to convert Calitoga, LLC, a Delaware corporation to Top Doctors Labs, LLC but Top Doctors Labs, LLC was inadvertently formed in advance thus preventing a simple conversion.

Our check in the amount of \$180 is enclosed to cover the \$150 filing fee and \$5 Certificate of Status charge and \$25 for the Name Change Amendment.

Please advise if any further action is needed to complete this filing. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'David M. Jeffries', with a large, stylized initial 'D'.

David M. Jeffries
Authorized Representative

/jr
enclosures

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

FILED
12 JUN 26 PM 3: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Calitoga, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company

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

first organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

on 9/29/09

(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:

N/A

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

Top Doctors Labs, 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.

FILED
12 JUN 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 14th day of June 2012

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: *G. Martin Wynkoop*

Printed Name: G. Martin Wynkoop

Title: CFO

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: *G. Martin Wynkoop*

Printed Name: G. Martin Wynkoop

Title: CFO

Signature: _____

Printed Name: _____

Title: _____

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
OF
TOP DOCTORS LABS, LLC**

FILED
12 JUN 26 PM 3:13
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I

Name, Mailing Address and Purpose of Organization

The name of this limited liability company is Top Doctors Labs, LLC (the "Company"). The Company's principal address and mailing address is 9341 SW 33rd Road, Gainesville, Florida 32608. The Company's initial registered agent is David M. Jeffries, whose address is 1227 N. Franklin Street, Tampa, Florida 33602. The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE II

Duration of Existence

The Company shall remain in existence from the date the Articles of Organization are filed with the Florida Department of State until terminated in accordance with the provisions of the Florida Limited Liability Company Act or the Company's Operating Agreement.

ARTICLE III

Management of the Company

The Company shall be managed in the manner set forth in the Company's Operating Agreement. The following individuals shall be the Company's initial manager(s), who shall serve the Company in the capacity set forth in the Company's Operating Agreement and who shall have full authority to establish the Company's accounts with financial institutions:

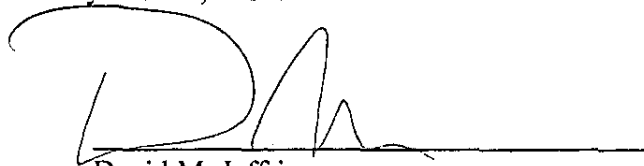
Erik Westerlund, M.D.
Martin Wynkoop

ARTICLE IV

Indemnification

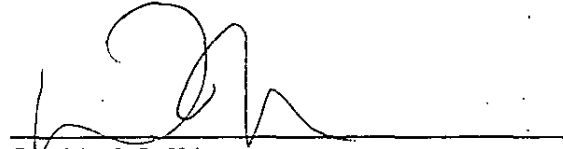
If in the judgment of the members, the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his/her or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 14th day of June, 2012.


David M. Jeffries,
Authorized Representative of a Member

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, Top Doctors Labs, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1227 N. Franklin Street, Tampa, Florida 33602, the business address of its Registered Agent, as its Registered Office.



David M. Jeffries,
Authorized Representative of a Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named limited liability company and agree to act as such in accordance with the provisions of §48.091 and §608.415, *Florida Statutes*.



David M. Jeffries, Registered Agent

FILED
12 JUN 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FL 32304