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(Address)

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TALLAHASSEE, FLORIDA

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390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
P.O. BOX 4961 (32802-4961)
TELEPHONE: 407.839.4200
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ANTHONY W. JUSTICE, PARALEGAL
DIRECT LINE: 407-839-4214
EMAIL: ajustice@broadandcassel.com

November 9, 2012

PERSONAL AND CONFIDENTIAL

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

Re: Hunt Club Pediatric Associates, LLC

Dear Clerk:

Enclosed for filing are the following documents necessary to convert Hunt Club Pediatric Associates, Inc. to Hunt Club Pediatric Associates, LLC:

1. Certificate of Conversion.
2. Plan of Recapitalization.
3. Articles of Organization for Hunt Club Pediatric Associates, LLC.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing. Once filed, please provide proof of filing to our office in the self-addressed stamped envelope provided.

Should you have any questions or comments, please contact our office. Best regards.

Sincerely,

BROAD AND CASSEL

A handwritten signature in black ink that reads 'Anthony W. Justice'. The signature is written in a cursive, flowing style.

Anthony W. Justice
Paralegal

:awj



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2012

BROAD AND CASSEL
390 NORTH ORANGE AVENUE, STE. 1400
ORLANDO, FL 32801

SUBJECT: HUNT CLUB PEDIATRIC ASSOCIATES, LLC
Ref. Number: W12000058064

We have received your document for HUNT CLUB PEDIATRIC ASSOCIATES, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The converting entity isn't active in our records.,

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file an annual report with our office. Therefore, the document you submitted cannot be filed until the entity is reinstated on our records. The required reinstatement application, which takes the place of the annual report(s) due, must be submitted online at www.sunbiz.org. Simply click on the blue box entitled "File A Reinstatement Here!," which is located in the middle of our home page.

Once the reinstatement is submitted online, our system will allow you to choose one of three payment options. The three payment options are: 1. online by credit card; 2. online by pre-established Sunbiz E-File account; or 3. by mail with a check or money order. To pay online using a credit card, simply select the credit card option and enter your credit card information. Business entities with pre-established Sunbiz E-File accounts may choose the Sunbiz E-File account option. Entities paying by check or money order must select the check payment option, print the required payment voucher, and mail the check payment voucher with a check or money order made payable to the Florida Department of State for the total amount due.

If you choose to pay the required reinstatement fee(s) online using a credit card or Sunbiz E-File account, please contact me when the reinstatement filing has posted. If you choose to pay the required fee(s) by check or money order, please mail the check payment voucher and check or money order to my attention.

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) 245-6051.

Leslie Sellers
Regulatory Specialist II

Letter Number: 712A00027743

**CERTIFICATE OF CONVERSION FOR
HUNT CLUB PEDIATRIC ASSOCIATES, P.A.
TO
HUNT CLUB PEDIATRIC ASSOCIATES, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida professional association to a Florida limited liability company.

1. HUNT CLUB PEDIATRIC ASSOCIATES, P.A. (the "P.A.") has been converted to HUNT CLUB PEDIATRIC ASSOCIATES, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the P.A. shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by all shareholders and directors of the P.A. and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 425 S. Hunt Club Blvd., Apopka, Florida 32703.

5. The name of the P.A. immediately prior to the filing of this Certificate of Conversion is HUNT CLUB PEDIATRIC ASSOCIATES, P.A., incorporated under the laws of the State of Florida on August 17, 1998.

6. The name of the LLC, as set forth in the attached Articles of Organization is HUNT CLUB PEDIATRIC ASSOCIATES, LLC.

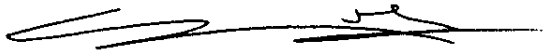
7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §607.1301-607.1333.

(SIGNATURES FOLLOW ON NEXT PAGE)

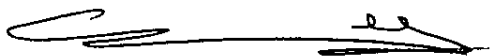
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED this 18 day of July, 2012.

HUNT CLUB PEDIATRIC ASSOCIATES, P.A.

By: 
CARLOS CHABAN, President

HUNT CLUB PEDIATRIC ASSOCIATES, LLC

By: 
CARLOS CHABAN

PLAN OF RECAPITALIZATION

The undersigned, constituting all of the members of the Board of Directors (the "Board") and all of the shareholders ("Shareholders") of HUNT CLUB PEDIATRIC ASSOCIATES, P.A., a Florida professional association (the "P.A."), hereby adopt this Plan of Recapitalization under Section 368(a)(1)(F) of the Internal Revenue Code (the "Plan") for the P.A. pursuant to which:

- (i) The Board hereby directs that representatives of the P.A. file a Certificate of Conversion with the Florida Secretary of State converting the P.A. into a limited liability company pursuant to Florida Statutes §608.439, with the surviving entity being called HUNT CLUB PEDIATRIC ASSOCIATES, LLC, a Florida limited liability company (the "LLC").
- (ii) The Board of Directors, pursuant to Internal Revenue Code Section 368(a)(1)(F) and PLR-200528021 issued on April 8, 2005 by the Internal Revenue Service, recommend that all of the presently authorized shares of the P.A.'s common stock with no par value per share (the "Common Stock") be re-classified to consist of Membership Interests in the LLC.
- (iii) Upon the adoption of the Plan by the P.A.'s Shareholders, the filing of the Certificate of Conversion, and the filing of the Articles of Organization for the LLC, the P.A. will convert to a limited liability company known as HUNT CLUB PEDIATRIC ASSOCIATES, LLC, a Florida limited liability company and: (a) CARLOS CHABAN shall surrender One Hundred (100) shares of stock in the P.A. and in exchange for such surrender, CARLOS CHABAN shall receive a One Hundred Percent (100%) membership interest in the LLC.
- (iv) The Board and Shareholders hereby acknowledge the following: (1) immediately after the conversion, the LLC will continue to hold all of the assets and liabilities of the P.A.; (2) no assets will be distributed as a result of the P.A. converting into a limited liability company; (3) the LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets of the P.A..

(SIGNATURES ON FOLLOWING PAGE)

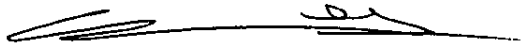
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Board and the Shareholders have hereby adopted this Plan of Recapitalization this 18 day of July, 2012

BOARD OF DIRECTORS:

By: 
CARLOS CHABAN, Director

SHAREHOLDERS:


CARLOS CHABAN

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
HUNT CLUB PEDIATRIC ASSOCIATES, LLC

The undersigned acting as the organizer of HUNT CLUB PEDIATRIC ASSOCIATES, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is HUNT CLUB PEDIATRIC ASSOCIATES, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 425 S. Hunt Club Blvd., Apopka, Florida 32703.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its managers and the name and address of the manager to serve as the initial manger until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
CARLOS CHABAN	425 S. Hunt Club Blvd. Apopka, Florida 32703

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members in accordance with the Company's Operating Agreement.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be CARLOS CHABAN, 425 S. Hunt Club Blvd., Apopka, Florida 32703.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

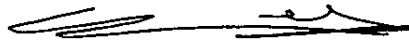
ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Member Interests:

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 18th day of July, 2012.



CARLOS CHABAN, Organizer

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is HUNT CLUB PEDIATRIC ASSOCIATES, LLC.

2. The name and address of the registered agent and its office is:

CARLOS CHABAN
425 S. Hunt Club Blvd.
Apopka, Florida 32703

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.


CARLOS CHABAN

Dated this 18th day of July, 2012.