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(Requestor's Name)

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(City/State/Zip/Phone #)

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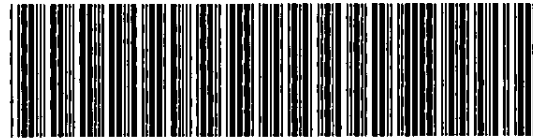
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Stivers APR 09 2014

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 24, 2014

MITCHELL F GREEN, ESQ  
4000 HOLLYWOOD BLVD SUITE 485 SOUTH  
HOLLYWOOD, FL 33021

SUBJECT: SOUTH FLORIDA MEDICAL RESEARCH, L.L.C.  
Ref. Number: W14000018489

We have received your document for SOUTH FLORIDA MEDICAL RESEARCH, L.L.C. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

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.

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 014A00006233

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** South Florida Medical Research, L.L.C.

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Mitchell F. Green, Esq.

(Contact Person)

Kramer, Green, Zuckerman, Greene & Buchsbaum, P.A.

(Firm/Company)

4000 Hollywood Blvd., Suite 485 South

(Address)

Hollywood, Florida 33021

(City, State and Zip Code)

MGreen@Kramergreen.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Mitchell F. Green

(Name of Contact Person)

at ( 954 ) 966-2112

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☒ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

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

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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:  
South Florida Medical Research Co.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida  
on June 21, 1993  
(date of organization, formation or incorporation)

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

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
South Florida Medical Research, L.L.C.  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: N/A  
(The effective date: 1) cannot be prior to date of receipt or filed date 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.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

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Signed this 1<sup>st</sup> day of MARCH 2014.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: [Signature]  
Printed Name: Marc Gittelman Title: President

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: [Signature]  
Printed Name: Marc Gittelman Title: Manager

Signature: [Signature]  
Printed Name: Amy Gittelman Title: Manager

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:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION FOR**  
**SOUTH FLORIDA MEDICAL RESEARCH, L.L.C.**

**ARTICLE I - NAME**

The name of the Limited Liability Company is **SOUTH FLORIDA MEDICAL RESEARCH, L.L.C.**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: **21150 Biscayne Boulevard, Suite 300, Aventura, FL 33180.**

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER UNITS**

The Limited Liability Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

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TALLAHASSEE, FLORIDA

**Marc Gittelman**  
**21150 Biscayne Boulevard**  
**Suite 300**  
**Aventura, FL 33180**

#### **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of any remaining members of the Limited Liability Company.

#### **ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one member.

#### **ARTICLE VIII - WITHDRAWAL**

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the unanimous consent of all the members.

#### **ARTICLE IX - DISTRIBUTION**

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and one hundred percent (100%) of the members may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and one hundred percent (100%) of the members consent otherwise.

#### **ARTICLE X - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

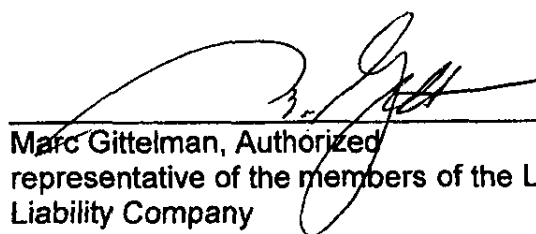
## ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

## ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 1<sup>st</sup> day of March, 2014.

  
\_\_\_\_\_  
Marc Gittelman, Authorized  
representative of the members of the Limited  
Liability Company

(In accordance with section 605.0113, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **SOUTH FLORIDA MEDICAL RESEARCH, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green  
4000 Hollywood Boulevard  
Suite 485-South  
Hollywood, FL 33021

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, 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 familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Mitchell F. Green, Registered Agent

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