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(City/State/Zip/Phone #)

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(Business Entity Name)

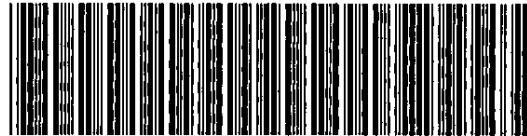
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T. HAMPTON



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June 20, 2014

Via Federal Express

Attn: Registration Section
Department of State, Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: EMERGENCY MEDICAL SPECIALISTS OF JACKSONVILLE
Conversion: General Partnership to PLLC

To Whom It May Concern:

Enclosed please find the following:

1. A firm check in the amount of \$150.00 representing your fee to file a Certificate of Conversion of Emergency Medical Specialists of Jacksonville into Emergency Medical Specialists of Jacksonville, PLLC (\$25.00) and to file Articles of Organization for the converted entity, Emergency Medical Specialists of Jacksonville, PLLC (\$125.00).
2. A Certificate of Conversion for Emergency Medical Specialists of Jacksonville, a Florida general partnership whose partnership registration was fax filed on July 8, 2014 under fax audit number EGP140000160, converting Emergency Medical Specialists of Jacksonville from a general partnership into a PLLC.
3. Articles of Organization of the converted entity, Emergency Medical Specialists of Jacksonville, PLLC.
4. ***For your reference only.** Enclosed please find the General Partnership Registration filing of Emergency Medical Specialists of Jacksonville, as fax filed with the offices of the Florida Department of State on July 8, 2014 under fax audit number EGP140000160. Although the General Partnership Registration, Certificate of Conversion and Articles of Organization are dated the same date, please consider the fax filed General Partnership Registration as being filed prior to the Certificate of Conversion and Articles of Organization.

Please contact me at (904) 346-5743 if you should have any questions. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature of Adam Pardue in black ink.

Adam Pardue

Enclosures

**CERTIFICATE OF CONVERSION
OF
EMERGENCY MEDICAL SPECIALISTS OF JACKSONVILLE
INTO
EMERGENCY MEDICAL SPECIALISTS OF JACKSONVILLE, PLLC**

Pursuant to the provisions the Florida Revised Uniform Partnership Act, the undersigned converting entity files this Certificate of Conversion for the purpose of converting **EMERGENCY MEDICAL SPECIALISTS OF JACKSONVILLE**, a Florida general partnership, into **EMERGENCY MEDICAL SPECIALISTS OF JACKSONVILLE, PLLC**, a Florida professional limited liability company.

7/8/14

1. Emergency Medical Specialists of Jacksonville has been converted into a Florida professional limited liability company (the "Conversion") in accordance with Chapter 620, Florida Statutes, and such Conversion complies with the applicable laws governing partnerships and professional limited liability companies in Florida.

2. The name of the Florida professional limited liability company is: Emergency Medical Specialists of Jacksonville, PLLC, a Florida professional limited liability company.

3. The plan of conversion governing the Conversion was approved by Emergency Medical Specialists of Jacksonville in accordance Chapter 620, Florida Statutes, and as required by the governing law of Emergency Medical Specialists of Jacksonville, PLLC. A copy of the articles of organization of Emergency Medical Specialists of Jacksonville, PLLC is attached hereto as Exhibit A.

4. The effective date of the Conversion shall be the date upon which this Certificate of Conversion is filed with the Florida Secretary of State.

Dated: July 8, 2014

**EMERGENCY MEDICAL SPECIALISTS
OF JACKSONVILLE**

By: Paul D. Lucey
Name: Paul D. Lucey
Its: Managing Partner

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Exhibit A

(See Attached)

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
EMERGENCY MEDICAL SPECIALISTS OF JACKSONVILLE, PLLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended, superseded or replaced (the "Act").

ARTICLE I- NAME

The name of this limited liability company (the "Company") is Emergency Medical Specialists of Jacksonville, PLLC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Company is 1 Shircliff Way, Jacksonville, Florida 32204.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1 Shircliff Way, Jacksonville, Florida 32204, and the name of its initial registered agent at such address is Lucey

ARTICLE IV - PURPOSE

The purpose of the Company is to render professional medical services.

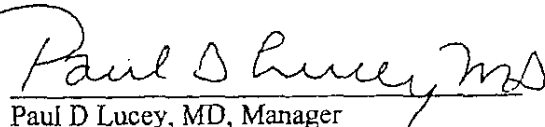
ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being the manager of the Company, has executed these Articles of Organization this 8th day of July, 2014. In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Paul D Lucey, MD, Manager

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, 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:
Emergency Medical Specialists of Jacksonville, PLLC
2. The name and address of the registered agent and office are:
Paul D. Lucey, MD
1 Shircliff Way
Jacksonville, Florida 32204

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.

Dated: July 8, 2014

Signature of Registered Agent

Paul D Lucey, MD
Paul D Lucey, MD, Manager

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