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COVER LETTER

TO: **Registration Section Division of Corporations**

SUBJECT: _____ Pathology Consultants of South Broward, LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles 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:

Tina E. Dunsford, Esquire

(Contact Person)

LDL Firm

(Firm/Company)

100 S. Ashley Drive Suite 600

(Address)

Tampa, FL 33602

(City, State and Zip Code)

tdunsford@ldlfirm.com

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

For further information concerning this matter, please call:

Tina Dunsford

(Name of Contact Person)

_)_517-1662

at (813) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

\$150.00 Filing Fees	SI55.00 Filing Fees	\$180.00 Filing Fees	□\$185.00 Filing Fees,
(\$25 for Conversion	and Certificate of	and Certified Copy	Certified Copy, and
& \$125 for Articles	Status		Certificate of Status
of Organization)			

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

<u>Articles of Conversion</u> For <u>"Other Business Entity"</u> Into Florida Limited Liability Company bed Articles of Organization are submitted to convert	SECRETARY OF STATE	16 DEC 21 PM 4: 47	FILED	
hed Articles of Organization are submitted to convert	the fol	lowin	σ	

The Articles of Conversion and attached Articles of Organization are submitted to convert the tollow "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 the Articles of Conversion is: Pathology Consultants of South Broward, LLP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a _____

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

10/3/2002 on

(date of organization, formation or incorporation)

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

Pathology Consultants of South Broward, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: $\frac{01/01/2017}{2}$

(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.) Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Page 1 of 2

Signed this 20th day of December	20_16	
Signature of Authorized Representativ	e of Apaited Liability Company:	
Signature of Authorized Representative: Printed Name: Paul Allen Malek, MD	Title: CEO President	
	; E <u>Entity:</u> {See below for required signature(s)}	
Signature:	, SEE ATTAC HMENT "IN"	
	Title:	
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, Di	rector, or Officer.	

____ ..._

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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 <u>ALL</u> General Partners.

All others:

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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)

Page 2 of 2

Attachment "A"

Signature(s) on behalf of Other Business Entity:

Neil A. Abrahams, MD, PA

Signature:

Printed name: Neil A. Abrahams, MD on behalf of Neil A. Abrahams, MD, PA

M. Ali Ansari-Lari, MD, PA

A Signature:

Printed name: M. Ali Ansari-Lari, MD on behalf of M. Ali Ansari-Lari, MD, PA

SANDRA E. BARNICK, M.D., P.A.

Signature:

L

Printed name: Sandra E. Barnick, M.D on behalf of Sandra E. Barnick, MD, PA

ANDREA K. BLUMBERG, M.D., P.A

Signature:

Printed name: Andrea K. Blumberg, M.D. on behalf of Andrea K. Blumberg, MD, PA

J. VICTOR CHANEY, M.D., P.A.

Signature:

Printed name: J Victor Chaney, M.D. on behalf of J. Victor Chaney, MD, PA

MICHAEL L. COHN, P.A.

Signature:

Printed name: Michael L. Cohn, M.D on behalf of Michael L. Cohn, PA

PAULA. MALEK, M.O <u>\</u>Ρ.Α Signature: Printed name: Paul A. Malek, M.D. on behalf of Paul A. Malek, MD, PA DAVID S. MARSHALL, M.D. Signature:

Printed name: David S. Marshall, M.D on behalf of David S. Marshall, MD. PA

Ihsane Ouansafi, MD, PA

Signature:

Printed name: Ihsane Ouansafi, MD on behalf of Ihsane Ouansafi, MD, PA

KOUROSH PAKZAD, M.D., PA

unte Pals Signature:

Printed name: Kourosh Pakzad, M.D. on behalf of Kourosh Pakzad, MD, PA

NAT E. PINNAR, M.D., PA

Signature:

Printed name: Nat E. Pinnar M.D. on behalf of Nat E. Pinnar, MD,

AWP M.D, P.A

12/1/16 Signature:

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Printed name: Anna W. Poniecka, M.D on behalf of AWP, MD, PA

LISA N. TYLER, M.D., PA

Signature:

Printed name: Lisa N. Tyler, MD of behalf of Lisa N. Tyler, MD, PA

LAWRENCE M. WONG, M.D., PA

Way M Signature:

Printed name: Lawrence M. Wong, M.D. on behalf of Lawrence M. Wong, MD, PA

SHERRY L. WOODHOUSE, M.D., P.A.

2 2 #Aen Signature: Printed name: Sherry L. Woodhouse, M.D. on behalf of Sherry L. Woodhouse, MD, PA

SOUHAD B. YOUNES, M.D., P.A.

Myny Signature: Printed name: Souhad B. Youngs, M.D. on behalf of Souhad B. Younes, MD, PA

ARTICLES OF ORGANIZATION

OF

PATHOLOGY CONSULTANTS OF SOUTH BROWARD, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "**Company**") under the laws of the State of Florida.

ARTICLE I NAME

The name of the Company shall be: PATHOLOGY CONSULTANTS

ARTICLE II ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 3501 Johnson Street Room 2-281, Hollywood, Florida 33021.

ARTICLE III EFFECTIVE DATE AND PERIOD OF DURATION

The effective date for the Company is January 1, 2017. The period of duration of the Company shall be perpetual.

ARTICLE IV GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 605, Florida Statutes.

ARTICLE V MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, ("**Operating Agreement**"), the business and affairs of the Company shall be managed by or under the direction of the members.

ARTICLE VI RIGHT TO CONTINUE BUSINESS

- --- -

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 in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

ARTICLE VIII OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "**Operating Agreement**"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is c/o Tina Dunsford, LDL Law, PLLC, 100 S. Ashley Drive, Tampa, Florida 33602, and the name of its initial registered agent is Tina Dunsford, Esq. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0113, Florida Statutes.

ARTICLE X ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization for PATHOLOGY CONSULTANTS OF SOUTH BROWARD, LLC.

These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interest of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 20 day of December 2016.

Paul Allen Malek, M.D.

Chief Executive Officer Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **PATHOLOGY CONSULTANTS OF SOUTH BROWARD, LLC,** the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 605.0113, Florida Statutes.

EXECUTED on this 2 day of December, 2016.

By:

Tina E. Dunsford, Esq.

