

L23773

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

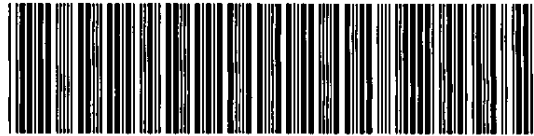
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RECEIVED

07 JUN 26 PM 3:49

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 JUN 26 PM 5:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



a Wolters Kluwer business

CT

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

June 26, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 JUN 29 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6961162 SO
Customer Reference 1: H1110-87432
Customer Reference 2:

Dear Department of State, Florida:

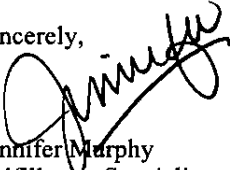
Please file the attached:

SCA-St. Petersburg, Inc. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,


Jennifer Murphy
Fulfillment Specialist
jennifer.murphy@wolterskluwer.com

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

FILED
07 JUN 26 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

SCA-St. Petersburg, Inc.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

SCA-St. Petersburg, LLC

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware.
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: June 26, 2007, at 12:01 a.m. Wilmington, Delaware time.

8. This conversion shall be effective in Florida on: June 26, 2007, at 12:01 a.m.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
One HealthSouth Parkway

Birmingham, Alabama 35243

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: One HealthSouth Parkway
Birmingham, Alabama 35243

Mailing Address: One HealthSouth Parkway
Birmingham, Alabama 35243

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 22nd day of June 2007.

Signature: _____
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Lucy Hicks Title: Vice President and Assistant Secretary

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)