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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Robert B. Contrucci, D.O., 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:

Sagrario Diaz

(Contact Person)

Harper Meyer LLP

(Firm/Company)

201 S. Biscayne Boulevard, Suite 800

(Address)

Miami, FL 33131

(City, State and Zip Code)

sdiaz@harpermeyer.com

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

For further information concerning this matter, please call:

James M. Meyer

at (305) 577-3443

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees  
(S25 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

**Mailing Address:**

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

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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

The Articles 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 the Articles of Conversion is:  
ROBERT B. CONTRUCCI, D.O., P.A.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Professional Services 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  
(Enter state, or if a non-U.S. entity, the name of the country)

on October 17, 1983  
(date of organization, formation or incorporation)

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

ROBERT B. CONTRUCCI, D.O., LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.

**(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)**

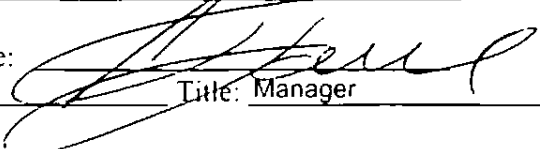
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 08 day of February 2024.

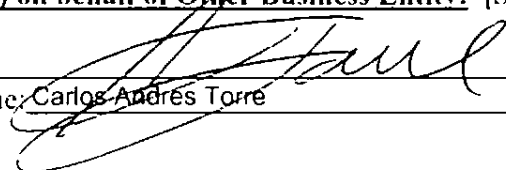
**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: 

Printed Name: Carlos Andres Torre

Title: Manager

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

Signature: 

Printed Name: Carlos Andres Torre

Title: Director

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, 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)

**ARTICLES OF ORGANIZATION  
OF  
ROBERT B. CONTRUCCI, D.O., LLC**

The undersigned, being a duly authorized representative of the Member, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is ROBERT B. CONTRUCCI, D.O., LLC (the "Company").

**ARTICLE II  
PRINCIPAL BUSINESS AND MAILING ADDRESS**

The principal business and mailing address of the Company is:

201 S. Biscayne Boulevard, Suite 800  
Miami, Florida 33131

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates 201 South Biscayne Boulevard, Suite 800, Miami, Florida 33131, as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this State.

**ARTICLE IV  
DURATION AND TERMINATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable, and otherwise by the Member(s).

ARTICLE VI  
INITIAL MANAGER

The name and addresses of the initial Manager of the Company are:

Carlos Andres Torre  
470 Costanera Rd.  
Coral Gables, FL 33143

ARTICLE VII  
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII  
ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the written consent of the then existing Member(s) or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

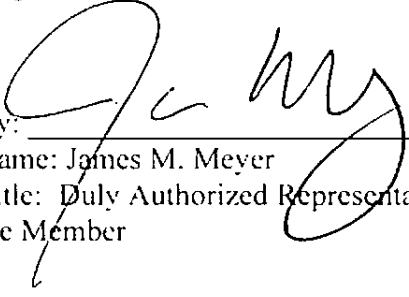
ARTICLE IX  
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X  
AMENDMENT

The power to alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of the Member(s) of the Company or in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 13<sup>th</sup> day of February, 2024.

By:   
Name: James M. Meyer  
Title: Duly Authorized Representative of  
the Member

## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ROBERT B. CONTRUCCI, D.O., LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 13<sup>th</sup> day of February, 2024.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: James M. Meyer

Title: Manager