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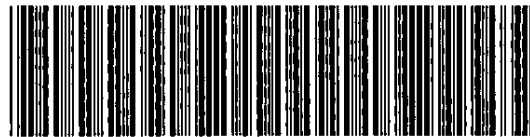
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*LL.M. in Taxation
Florida Board Certified in
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IRINA G. DOLINSKIY***
ELINA G. VALENTINE

***Also admitted in New York

February 25, 2014

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

Re: Conversion of John L. Meisenheimer, M.D., LLC
to John L. Meisenheimer, M.D., P.A.

Dear Sir or Madam:

In connection with the conversion of the above Florida limited liability company to a Florida professional corporation, I have enclosed the following:

1. An original and one copy each of the Certificate of Conversion for John L. Meisenheimer, M.D., LLC into John L. Meisenheimer, M.D., P.A. and the accompanying Articles of Incorporation; and
2. A check in the amount of \$105.00 (\$35.00 for the conversion and \$70.00 for the Articles of Incorporation) payable to the Florida Department of State to cover the filing fees.

Please endorse your approval of the Certificate of Conversion and Articles of Organization on the additional signed copies and return the docketed copies to me.

Please contact me if you have any questions or need additional information.

Sincerely,


Jeffrey M. Koltun

JMK:db
Enclosures

cc: John L. Meisenheimer, M.D.

**CERTIFICATE OF CONVERSION
FOR
JOHN L. MEISENHEIMER, M.D., LLC
INTO
JOHN L. MEISENHEIMER, M.D., P.A.**

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This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert JOHN L. MEISENHEIMER, M.D., LLC to JOHN L. MEISENHEIMER, M.D., P.A. in accordance with Section 607.1115, *Florida Statutes*.

1. The name of the other business entity immediately prior to the filing of this Certificate of Conversion is John L. Meisenheimer, M.D., LLC. (L12-61906)

2. John L. Meisenheimer, M.D., LLC is a limited liability company first organized under the laws of the State of Florida on May 7, 2012.

3. The jurisdiction of John L. Meisenheimer, M.D., LLC has not changed since the date of organization.

4. The name of the Florida corporation as set forth in the attached Articles of Incorporation is John L. Meisenheimer, M.D., P.A.


5. The conversion of John L. Meisenheimer, M.D., LLC to John L. Meisenheimer, M.D., P.A. shall become effective upon the filing of this Certificate of Conversion and the Articles of Incorporation of John L. Meisenheimer, M.D., P.A. with the Florida Department of State.


6. The conversion of John L. Meisenheimer, M.D., LLC to John L. Meisenheimer, M.D., P.A. is permitted by applicable Florida law and the conversion complies with the requirements of Sections 607.1115 and 608.4401, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion on February 20, 2014.

JOHN L. MEISENHEIMER, M.D., P.A.

JOHN L. MEISENHEIMER, M.D., LLC


John L. Meisenheimer, M.D., President


John L. Meisenheimer, M.D., Manager

ARTICLES OF INCORPORATION

OF

JOHN L. MEISENHEIMER, M.D., P.A.

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation shall be John L. Meisenheimer, M.D., P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, *Florida Statutes*, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE IV - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V - INITIAL REGISTERED OFFICE, REGISTERED AGENT, AND CORPORATE ADDRESS

The street address of the initial registered office of the corporation is as follows:

7300 Sand Lake Commons Boulevard, Suite 105, Orlando, Florida 32819

The name of the initial registered agent of the corporation is:

John L. Meisenheimer, M.D.

The street address of the corporate offices shall be:

7300 Sand Lake Commons Boulevard, Suite 105, Orlando, Florida 32819

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

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FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

B. The name and address of the initial director and officer of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
John L. Meisenheimer, M.D.	7300 Sand Lake Commons Blvd. Suite 105 Orlando, Florida 32819	President/ Secretary/ Treasurer/ Director

C. Each director shall be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VII - INCORPORATOR

The following is the name and address of the incorporator of this corporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
John L. Meisenheimer, M.D.	7300 Sand Lake Commons Boulevard Suite 105 Orlando, Florida 32819

ARTICLE VIII - SHAREHOLDERS

Shares of the corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630, *Florida Statutes*.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XII - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 20, 2014.



John L. Meisenheimer, M.D.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, 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 corporation is John L. Meisenheimer, M.D., P.A.
2. The name and address of the registered agent and office is John L. Meisenheimer, M.D., 7300 Sand Lake Commons Boulevard, Suite 105, Orlando, Florida 32819.

DATED February 20, 2014.




John L. Meisenheimer, M.D., President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation 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 February 20, 2014.



John L. Meisenheimer, M.D.