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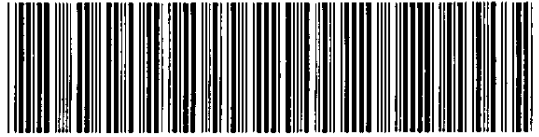
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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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16 MAR 28 PM 3:21

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**DATE: 3/28/16**

**NAME: AMERICAN MEDICAL SURGERY PARTNERS, LLC**

**TYPE OF FILING: CONVERSION**

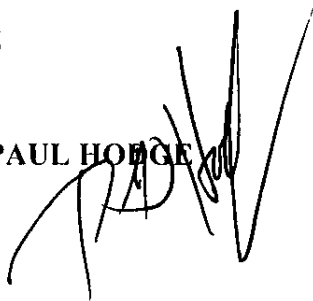
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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity" into a Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

AMERICAN MEDICAL SURGERY PARTNERS, LLC

115-203836

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company

(Enter entity type. Example: limited liability company, 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 DECEMBER 10, 2015

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

AMERICAN MEDICAL SURGERY PARTNERS, INC.

Enter Name of Florida Profit Corporation

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

(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 listed in the attached Articles of Incorporation, 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.

Signed this 24TH day of MARCH, 2016

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: Thomas R. Newkirk

Printed Name: THOMAS R. NEWKIRK Title: PRESIDENT

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

Signature: Thomas R. Newkirk

Printed Name: THOMAS R. NEWKIRK Title: MANAGER

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**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.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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FILED  
MAR 27 2016  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AMERICAN MEDICAL SURGERY PARTNERS, INC.**

\*\*\*\*\*

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME AND PRINCIPAL OFFICE**

The name of this corporation is AMERICAN MEDICAL SURGERY PARTNERS, INC. (the "Corporation") and its principal office and mailing address is 4943 W. Bayway Dr., Tampa, Florida 33629.

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation with the Florida Secretary of State.

**ARTICLE III**  
**GENERAL NATURE OF BUSINESS**

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

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**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of all classes of stock which the Corporation shall have the authority to issue is One Hundred Ten Million (110,000,000) shares, consisting of (a) One Hundred Million (100,000,000) shares of common stock, each with a par value of \$.001, and (b) Ten Million (10,000,000) shares of Preferred Stock, each with a par value of \$.001. The Board of Directors shall have the authority to divide the preferred stock into series, to establish and fix the distinguishing designation of each such series and the number of shares thereof (which number, by like action of the Board of Directors from time to time thereafter may be increased, except when otherwise provided by the Board of Directors in creating such series, or may be decreased, but not below the number of shares thereof then outstanding) and, within the limitations of applicable law of the State of Florida or as otherwise set forth in this article, to fix and determine the relative rights and preferences of the shares of each series so established prior to the issuance thereof.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

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**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Corporation's incorporator is:

Name

Address

Brenda K. Holland

1801 N. Highland Avenue  
Tampa, Florida 33602

**ARTICLE VII**  
**PRINCIPAL OFFICER & DIRECTOR**

The name and titles of the person who shall serve as the principal officer and director of the Corporation are as follows:

Name

Title

Thomas R. Newkirk

President, Secretary, Treasurer, & Director

**ARTICLE VIII**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

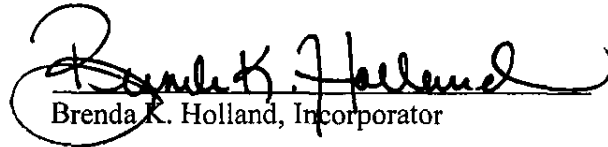
**ARTICLE IX**  
**INDEMNIFICATION**

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in

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CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
HAMILTON COUNTY, FLORIDA  
TAMPA, FLORIDA

the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of March, 2016.

  
Brenda K. Holland, Incorporator

**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, AMERICAN MEDICAL SURGERY PARTNERS, INC., desiring to organize under the laws of the State of Florida, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

AMERICAN MEDICAL SURGERY  
PARTNERS, INC.

By:   
Brenda K. Holland, Incorporator

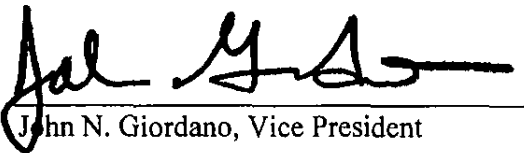
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Page 4 of 5  
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**ACKNOWLEDGMENT**

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation, and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

BUSH ROSS REGISTERED AGENT  
SERVICES, LLC

By:   
John N. Giordano, Vice President

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