

P98000055227

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200240224002

10/02/12--01012--022 **35.00

FILED

2012 OCT -2 AM 10:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

DEC - 5 2012

EXAMINER

LAW OFFICES OF
LAWRENCE S. KLITZMAN, P.A.
1391 SAWGRASS CORPORATE PARKWAY
SUNRISE, FLORIDA 33323

LAWRENCE S. KLITZMAN
LLM, TAXATION
ALSO ADMITTED IN NEW JERSEY

TELEPHONE: 954-384-4421
FACSIMILE: 954-389-3579
E-MAIL: LSK@KLITZLAW.COM

October 1, 2012

Department of State
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Water's Edge Dermatology, Inc., a Florida corporation
Document Number: P98000055227

Gentleperson:

Enclosed please find the following for filing:

1. Certificate of Conversion for Florida Profit Corporation into "Other Business Entity", along with a \$35.00 check for the same;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Water's Edge Dermatology, LLC, a Wyoming limited liability company, along with a check in the amount of \$100.00 for the Filing Fee and another \$25.00 check for the Designation of Registered Agent; and
3. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Medical Management, LLC, a Wyoming limited liability which will transact business in Florida as WED Management, LLC, along with a check in the amount of \$125.00 to cover the filing fee and the Designation of Registered Agent for the same.

Please file these items in the order listed above.

Please contact the undersigned with any questions regarding these filings.

Thank you.

Very truly yours,


Lawrence S. Klitzman

LSK:lf

w/enclosures

w/checks

FILED
2012 OCT -2 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Water's Edge Dermatology, Inc.
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Lawrence S. Klitzman
Contact Person

Lawrence S. Klitzman, P.A.
Firm/Company

1391 Sawgrass Corporate Parkway
Address

Sunrise, Florida 33323
City, State and Zip Code

LSK@klitzlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lawrence Klitzman at (954) 384-4421
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$35.00 Filing Fee ☐ \$43.75 Filing Fee and Certificate of Status ☐ \$43.75 Filing Fee and Certified Copy ☒ \$52.50 Filing Fee, Certified Copy, and Certificate of Status

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

FILED
2012 OCT - 2 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
2012 OCT -2 AM 10:23
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:

Water's Edge Dermatology, Inc.
Enter Name of Florida Profit Corporation

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

Water's Edge Dermatology, Inc.
Enter Name of "Other Business Entity"

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

organized, formed or incorporated under the laws of Wyoming.
(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: October 1, 2012

FILED
2012 OCT -2 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. This conversion shall be effective in Florida on: _____
(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:
2710 Thomas Avenue

Cheyenne, WY 82001

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: 600 Village Square Crossing #101

Palm Beach Gardens, FL 33410

Mailing Address: 600 Village Square Crossing #101

Palm Beach Gardens, FL 33410

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 5th day of September 20 12.

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

Printed Name: Theodore A. Schiff Title: President

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