

LOG000097964

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

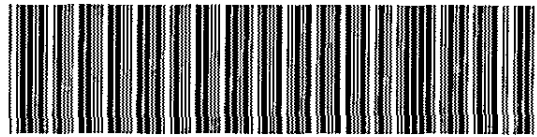
(Document Number)

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

Special Instructions to Filing Officer:

*BRK*

Office Use Only



800080082968

10/09/06--01001--002 \*\*180.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 OCT - 6 PM 3: 39

FILED

DEPARTMENT OF REVENUE  
DIVISION OF REGULATIONS  
TALLAHASSEE, FLORIDA

06 OCT - 6 PM 1: 39

RECEIVED

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 10/06/06

REF. #: 000177.58520

CORP. NAME: MEDFI INTERNATIONAL, INC.

06 OCT - 6 PM 3:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION            | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION |   |  |
| <input type="checkbox"/> OTHER:                               |   |  |

STATE FEES PREPAID WITH CHECK# 518704 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

06 OCT -6 PM 3:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION**  
For  
**MEDFI INTERNATIONAL, INC.**  
Into  
**MEDFI INTERNATIONAL, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

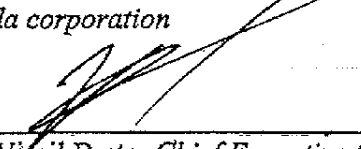
PO0000077447

- FIRST:** The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is MedFi International, Inc.
- SECOND:** The "Other Business Entity" is a Florida corporation, first incorporated under the laws of the State of Florida on August 16, 2000.
- THIRD:** The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is MedFi International, LLC.
- FOURTH:** The conversion shall be effective on the date of filing.

\* \* \*

IN WITNESS WHEREOF, the "Other Business Entity" has caused this Certificate of Conversion to be executed in its name by its Chief Executive Officer, Virgil Bretz on this 3rd day of October, 2006.

**MEDFI INTERNATIONAL, INC.,**  
*a Florida corporation*

By:   
Virgil Bretz, *Chief Executive Officer*

**FILED**  
06 OCT -6 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
MEDFI INTERNATIONAL, LLC**

---

The undersigned, being authorized to execute and file these Articles of Organization of **MEDFI INTERNATIONAL, LLC** (the "Limited Liability Company"), hereby certifies that:

**ARTICLE I — Name:**

The name of the Limited Liability Company is:

**Medfi International, LLC**

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

15500 New Barn Road  
Suite 200  
Miami, Florida 33014

**ARTICLE III — Duration:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV — Registered Agent:**

The name and address of the registered agent for service of process in the State of Florida shall be:

Gary C. Matzner  
c/o McDermott Will & Emery LLP  
201 S. Biscayne Blvd., Suite 2200  
Miami, Florida 33131

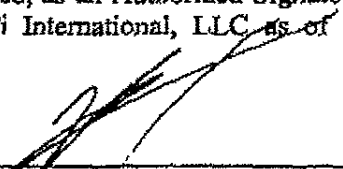
**ARTICLE V — Management:**

The Limited Liability Company will be a member-managed company. The sole member of the Limited Liability Company shall be Hygeia Corporation, whose street address is 15500 New Barn Road, Suite 200, Miami, Florida 33014.

\*\*\*\*\*

---

**IN WITNESS WHEREOF**, the undersigned, as an Authorized Signatory, has executed the foregoing Articles of Organization of MedFi International, LLC as of this 3rd day of October, 2006.



---

Virgil Bretz  
Authorized Signatory

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

**MEDFI INTERNATIONAL, LLC**

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent as provided for in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
Gary C. Matzner

Dated: October 3, 2006