

L03000039362

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

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/27/2012

REF. #: 000150.178563

CORP. NAME: MIAMI CLINICAL TRIALS, LLC

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- |   |   |  |
|---|---|--|
| <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# 10276 FOR \$ \$55

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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

PLEASE RETURN:

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| <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

**CERTIFICATE OF CONVERSION  
FOR  
MIAMI CLINICAL TRIALS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY,  
INTO  
MIAMI CLINICAL TRIALS, LLC,  
A DELAWARE LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

The undersigned, being duly authorized, on behalf of Miami Clinical Trials, LLC, a Florida limited liability company (the "Converting Entity"), and for the purpose of converting the Converting Entity from a Florida limited liability company into a Delaware limited liability company pursuant to §§608.4403 of the Florida Limited Liability Company Act, certifies that:

1. The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion was Miami Clinical Trials, LLC.
2. The Converting Entity was first formed under the laws of the State of Florida on October 14, 2003.
3. The name of the limited liability company as set forth in the Certificate of Formation filed in accordance with the Delaware Limited Liability Company Act is Miami Clinical Trials, LLC (the "Resulting Entity").
4. The above referenced Florida limited liability company has converted into a Delaware limited liability company in accordance with Chapter 608 of the Florida Statutes, and the conversion complies with Chapter 18 of the Delaware Statutes, governing limited liability companies.
5. The Agreement and Plan of Conversion was approved by the Converting Entity in accordance with Chapter 608 of the Florida Statutes.
6. The Resulting Entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of the Converting Entity, including any appraisal rights of its members under §§608.4351 through 608.43595. For purposes of § 48.181, the Department of State may contact the Resulting Entity at 6141 Sunset Drive, Suite 301, Miami, Florida 33143.
7. The Resulting Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under §§608.4351 through 608.43595 of the Florida Statutes.
8. The principal office address of Miami Clinical Trials, LLC shall be 6141 Sunset Drive, Suite 301, Miami, Florida 33143.

9. The effective date of the conversion shall be the date of the filing of this Certificate of Conversion with the Department of State of the State of Florida.

*[Signature page follows]*

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Entity, as of this 27th day of December, 2012. .

**MIAMI CLINICAL TRIALS, LLC**

By:  \_\_\_\_\_

Name: Howard I. Schwartz

Title: Manager