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TALLAHASSEE, FLORIDA

J. BRYAN DEC 30 2003

SÁNCHEZ-ABALLÍ & PARTNERS, P.A.

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December 16, 2003

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: JDJ Medical Supplies, LLC

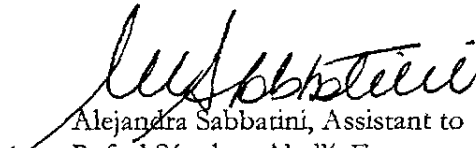
To whom it may concern:

Enclosed please find the Certificate of Conversion and the Articles of Organization for JDJ Medical Supplies, LLC, along with check No. 1061 in the amount of \$180.00 (Filing Fee for Articles of Organization, Registered Agent Designation, Certificate of Conversion and Certified Copy).

Should you need any additional information, please do not hesitate to contact us.

Very truly yours,

SÁNCHEZ-ABALLÍ & PARTNERS, P.A.


Alejandra Sabbatini, Assistant to
Rafael Sánchez-Aballí, Esq.

Enclosures

CERTIFICATE OF CONVERSION

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TALLAHASSEE, FLORIDA

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

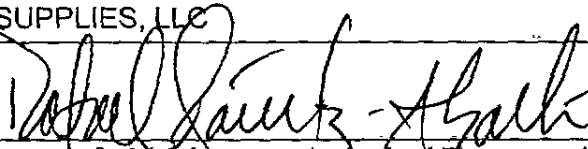
JDJ MEDICAL SUPPLIES, LLC

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 7/10/2000
- B. Jurisdiction: California
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

JDJ MEDICAL SUPPLIES, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Rafael Sánchez-Aballí, Authorized Representative

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is:

JDJ MEDICAL SUPPLIES, LLC

ARTICLE II - ADDRESS

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

1401 Brickell Avenue, Suite 825
Miami, Florida 33131

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent is:

Rafael Sánchez-Aballí, Esq.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

ARTICLE IV - PURPOSE

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

ARTICLE V - DURATION

The Limited Liability Company shall exist perpetually unless dissolved according to law.

ARTICLE VI - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefor, a manager-managed company.

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ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

ARTICLE VIII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

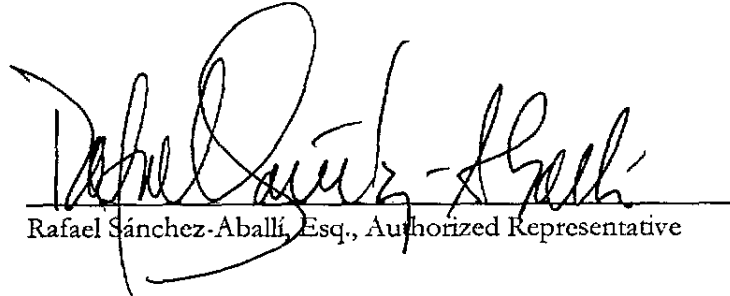
ARTICLE IX - INDEMNIFICATION

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by

such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.


Rafael Sánchez-Aballí, Esq., Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
JDJ MEDICAL SUPPLIES, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

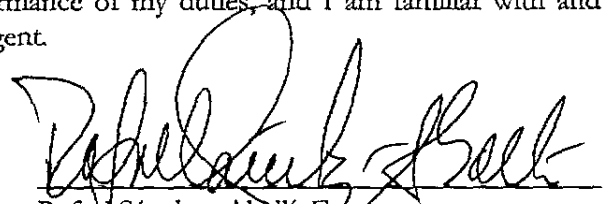
JDJ MEDICAL SUPPLIES, LLC

2. The name and address of the registered agent and office is:

Rafael Sánchez-Aballi, Esq.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

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Having been named as registered agent and to accept service of process for the above-stated limited liability company 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.


Rafael Sánchez-Aballi, Esq.

Date: December 12th, 2003