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(Requestor's Name)

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(City/State/Zip/Phone #)

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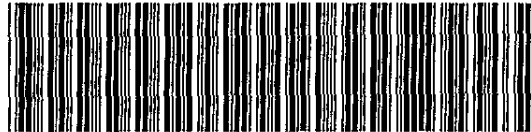
(Business Entity Name)

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**JONES
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November 10, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: PBP Holdings

Dear Sir/Madam:

Enclosed please find a Certificate of Conversion which will convert PBP Holdings, a Florida general partnership into PBP Holdings, LLC. Also enclosed are the Articles of Organization to be filed for PBP Holdings, LLC. Finally, I have enclosed our check in the amount of \$155.00 to cover the \$25 to file the Certificate of Conversion \$125.00 to file the LLC Articles and \$5 for a Certificate of Status.

After the conversion takes place and the Articles are filed, please return to me in the enclosed envelope, a Certificate of Status.

If you should require any further information, please give me a call.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By



Christine G. Ruffini, C.L.A.
Paralegal

Enclosures

cc: David E. Bowers, Esq.
Gary N. Onofry

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

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: PBP HOLDINGS, a Florida general partnership.

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

- A. Date: May 17, 1982
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

PBP HOLDINGS, 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.)

DAVID ABIS, M.D.

Typed or Printed Name of Signee

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TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF ORGANIZATION
OF
PBP HOLDINGS, LLC**

ARTICLE I - NAME

The name of the limited liability company is "PBP Holdings, LLC."

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of the Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is:

PBP Holdings, LLC
300 Butler Street
West Palm Beach, FL 33407

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is:

Gary N. Onofry
PBP Holdings, LLC
300 Butler Street
West Palm Beach, FL 33407

ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

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TALLAHASSEE, FLORIDA
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ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

ARTICLE VII - MANAGEMENT

The limited liability company is to be managed by its members. The names and address of the members of the limited liability company are:

Harvey Cove, M.D.
Thomas A. Bolton, M.D.
David Abis, M.D.
Mark G. Phillips, M.D.
Gary A. Weiss, M.D.
James M. Hayes, M.D.
Michael J. Imber, M.D., Ph.D.
Steven A. Lofton, M.D.
Alan Sara, M.D.
Paul D. Green, M.D.
S. Allen Mullen, Jr., M.D.
C.R. Jeanette Morales-Ducret, M.D.

PBP Holdings, LLC
300 Butler Street
West Palm Beach, FL 33407

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ARTICLE VIII – AUTHORIZED REPRESENTATIVE

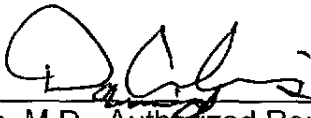
The representative authorized to sign these Articles on behalf of the member is:

David Abis, M.D.
PBP Holdings, LLC
300 Butler Street
West Palm Beach, FL 33407

The Limited Liability Company shall commence its existence upon filing with the Secretary of State of the State of Florida.

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.

July 21, 2004
DATED



David Abis, M.D., Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, PBP Holdings, LLC,
desiring to organize under the laws of the State of Florida with its principal office
as indicated in its Articles of Organization in the West Palm Beach, County of
Palm Beach, State of Florida, has named as its agent to accept service of
process within this state:

Gary N. Onofry
PBP Holdings, LLC
300 Butler Street
West Palm Beach, FL 33407

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability
company at the place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of laws of the State of Florida
relative to keeping open said office.

Dated: July 21, 2004



Gary N. Onofry

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TALLAHASSEE, FLORIDA