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March 5, 2007

Florida Secretary of State's Office
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: KIMBERLY D. THIEL, DDS, LLC, A FLORIDA LIMITED LIABILITY COMPANY
Certificate of Conversion

Dear Sir or Madam:

I am enclosing with this letter an original and two copies of the Certificate of Conversion for Kimberly D. Thiel, DDS, LLC, a Florida limited liability company and a check in the amount of \$30.00 to cover the filing fees. Please file the original Certificate and return the endorsed copies to me in the enclosed postage prepaid envelope.

Please call me at the number above if you have any questions or if you require any further information. Thank you for your anticipated courtesy and cooperation.

Sincerely,


DANIEL J. WHITNEY

DJW/bns
Enclosures

**CERTIFICATE OF CONVERSION FOR
KIMBERLY D. THIEL, D.D.S, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
INTO
KIMBERLY D. THIEL, D.D.S., INC.,
A CALIFORNIA PROFESSIONAL CORPORATION**

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into a California professional corporation in accordance with s. 608.4403, Florida Statutes and California Corporation's Code Section 1157.

1. The name of the Florida Limited Liability Company converting into the California professional corporation is:

KIMBERLY D. THIEL, DDS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

2. The name of the California professional corporation is:

KIMBERLY D. THIEL, DDS, INC.,
A CALIFORNIA PROFESSIONAL CORPORATION

3. The California professional corporation is incorporated under the laws of the State of California.

4. The above referenced Florida Limited Liability Company has converted into a California professional corporation in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the California professional corporation.

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. This conversion was effective under the laws governing the California professional corporation on January 2, 2007.

7. This conversion shall be effective in Florida on January 2, 2007.

8. The principal office address of the California professional corporation under the laws of the state in which such entity was organized is as follows:

1480 Live Oak Blvd., Suite E
Yuba City, CA 95991-2910

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9. The California professional corporation is an out-of-state entity not registered to transact business in Florida. The professional corporation appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

10. The California professional corporation has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 28th day of February, 2007.

KIMBERLY D. THIEL, LLC,
a Florida limited liability company

By: Kimberly D. Thiel
Kimberly D. Thiel, Its Manager

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