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TALLAHASSEE, FLORIDA

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 276203 4311473

AUTHORIZATION

COST LIMIT : \$ 180.00

FILED  
06 JUL 31 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 31, 2006

ORDER TIME : 9:43 AM

ORDER NO. : 276203-005

CUSTOMER NO: 4311473

CONVERSION FILING

NAME: CONTINUCARE MDHC, INC.  
CONTINUCARE MDHC, LLC

EFFECTIVE DATE:

XX\_\_\_ CONVERSION FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_ CERTIFIED COPY

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION  
OF  
CONTINUWARE MDHC, INC.  
INTO  
CONTINUWARE MDHC, LLC**

**FILED**  
06 JUL 31 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert Continucare MDHC, Inc., a Florida corporation, into Continucare MDHC, LLC, a Florida limited liability company in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. The name of the corporation immediately prior to filing the Certificate of Conversion is Continucare MDHC, Inc. *P06000066202*

2. Continucare MDHC, Inc. is a corporation, incorporated under the laws of the State of Florida on April 27, 2006.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Continucare MDHC, LLC.

4. The Corporation has been converted into a Florida limited liability company pursuant to Chapters 607 and 608, Florida Statutes.

5. The Plan of Conversion was approved by the Board of Directors and sole shareholder of the Corporation effective as of July 26, 2006.

6. Upon conversion, the mailing address and street address of the principal office of the resulting Florida limited liability company shall be 7200 Corporate Center Drive, Suite 600, Miami, Florida 33156.

7. The resulting Florida limited liability company agrees to pay any shareholders having appraisal rights the amount to which they are entitled under Chapter 607, Florida Statutes.

8. This conversion shall become effective upon the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed this  
Certificate of Conversion this 26<sup>th</sup> day of July, 2006.

CONTINU CARE MDHC, INC.

By: 

Name: RICHARD C. PENNINGER, JR.

Title: PRESIDENT

**ARTICLES OF ORGANIZATION  
OF  
CONTINUCARE MDHC, LLC**

**FILED**  
06 JUL 31 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, in connection with the Certificate of Conversion of Continucare MDHC, Inc. into a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is Continucare MDHC, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is 7200 Corporate Center Drive, Suite 600, Miami, Florida 33126.

**ARTICLE III  
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

Name

Address

Geoffrey MacDonald

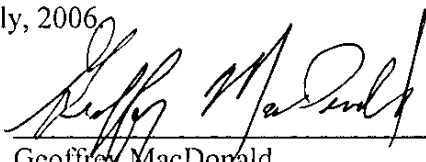
2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

ARTICLE V  
MANAGEMENT

The Company is to be a manager managed company. The names and addresses of the initial managers of the Company are:

Name	Address
Richard C. Pfenniger, Jr.	7200 Corporate Center Drive, Suite 600 Miami, Florida 33126
Fernando L. Fernandez	7200 Corporate Center Drive, Suite 600 Miami, Florida 33126

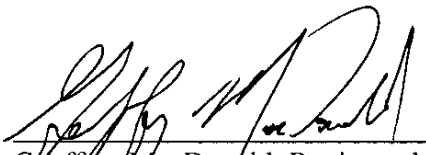
IN WITNESS WHEREOF, the undersigned has made and subscribed these  
Articles of Organization this 26 day of July, 2006

  
\_\_\_\_\_  
Geoffrey MacDonald  
Authorized Representative of Member

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Continucare MDHC, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: July 26, 2006

  
\_\_\_\_\_  
Geoffrey MacDonald, Registered Agent