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(Business Entity Name)

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DIVISION OF CORPORATIONS
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J. BRYAN AUG 15 2006

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **
LOUIS A. "DREW" LAGRANDE ***

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CLEARWATER, FL 33756
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GassmanPA.com

- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING

August 9, 2006

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Re: HOCKEY HEADCASE, INC.

Dear Sirs/Madams:

Attached for filing please find a Certificate of Conversion, whereby HOCKEY HEADCASE, INC. will convert into HEADCASE HOCKEY, L.L.C.

The Articles of Organization of HEADCASE HOCKEY, L.L.C. (a Florida limited liability company) are also attached, as well as a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing.

If you have any questions on the attached, please contact Tina Arvin of my office at 727-442-1200 x. 241.

Best personal regards,


Alan S. Gassman

ASG:try

Enclosures

cc: Marc and Monica Schneider (w/ encls.)
Robert Cohen, CPA (w/ encls.)
Donna Baptiste (w/encls.)

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

HOCKEY HEADCASE, INC. #P02000126391
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 11/25/2002.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

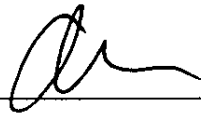
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

HEADCASE HOCKEY, L.L.C.
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 8 day of AUGUST 2006

Signature of Authorized Person: _____



Printed Name: ALAN S. GASSMAN Title: AUTHORIZED REPRESENTATIVE

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Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

Audit Fax #: _____

**ARTICLES OF ORGANIZATION
OF
HEADCASE HOCKEY, L.L.C.**

a Florida Limited Liability Company

**ARTICLE I
NAME**

The name of this Limited Liability Company is HEADCASE HOCKEY, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

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

16620 Bobcat Court
Ft. Myers, FL 33908

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE:**

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

Alan S. Gassman

Name

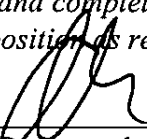
1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

City, State, and Zip

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

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ARTICLE IV MANAGER:

The name and address of each Manager is as follows:

MGR: Marc S. Schneider
16620 Bobcat Ct.
Ft. Myers, FL 33908

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The Limited Liability Company shall have voting and non-voting member interests, and shall have a Manager separate and apart from having members.

One percent (1%) ownership of the Company will be voting interests and the other ninety-nine (99%) of the Company shall be non-voting interests, provided that except as to the voting and non-voting characteristics, all other aspects of the membership interests of the Company shall be the same.

ARTICLE V EFFECTIVE DATE & DURATION

The Company's existence began as Hockey Headcase, Inc., a Florida Corporation which by filing of these Articles of Organization has been converted to a Limited Liability Company which shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

ARTICLE VI ADMISSION OF NEW MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The manager may admit new members in its sole and unfettered discretion subject only to the condition that such additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

ARTICLE VII MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member

ARTICLES OF ORGANIZATION OF HEADCASE HOCKEY, L.L.C.

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Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 371750

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or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall not terminate the company, and the business of the company shall be automatically continued, so long as there is at least one remaining member.

ARTICLE VIII NATURE OF BUSINESS

The purpose for which the limited liability company is organized shall be to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice.

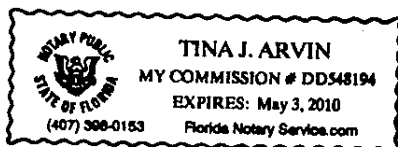
AUTHORIZED REPRESENTATIVE OF
MEMBERS OF HEADCASE HOCKEY, L.L.C.

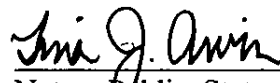

ALAN S. GASSMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8th day of August, 2006, by ALAN S. GASSMAN, as Authorized Representative of HEADCASE HOCKEY, L.L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.




Notary Public, State of Florida
My Commission Expires:

J:\S\Schneider, Marc\Conversion of Hockey Headcase, Inc. to Headcase Hockey, L.L.C\Articles of Organization.lf.wpd
*kp*tja 8/8/06

ARTICLES OF ORGANIZATION OF HEADCASE HOCKEY, L.L.C.

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