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December 9, 2009

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Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7714689 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please file the attached:

Surgical Assist Holdings, LLC (FL)

Conversion—
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"OTHER BUSINESS ENTITY"**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC -9 AM 10:33

This Certificate of Conversion is submitted to convert the following Florida limited liability company into an "Other Business Entity" in accordance with Section 608.4403 of the Florida Statutes.

1. The name of the Florida limited liability company converting into the "Other Business Entity" is: Surgical Assist Holdings, LLC.

2. The name of the "Other Business Entity" is: Surgical Assist Holdings, LLC.

3. The "Other Business Entity" is a limited liability company organized, formed or incorporated under the laws of the State of Delaware.

4. The above referenced Florida limited liability company has converted into an "Other Business Entity" in compliance with Chapter 608 of the Florida Statutes and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida limited liability company in accordance with Chapter 608 of the Florida Statutes.

6. This conversion was effective under the laws governing the "Other Business Entity" on: December 9, 2009.

7. This conversion shall be effective in Florida on the date this document is filed by the Florida Department of State, which is the same as the effective date of the conversion under the laws governing the "Other Business Entity."

8. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

6550 N. Federal Highway
Suite 512
Fort Lauderdale, FL 33308

9. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) 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 Sections 608.4351 – 608.43595 of the Florida Statutes.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of Section 48.181 of the Florida Statutes.

Street Address: 6550 N. Federal Highway
Suite 512
Fort Lauderdale, FL 33308

Mailing Address: 6550 N. Federal Highway
Suite 512
Fort Lauderdale, FL 33308

10. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595 of the Florida Statutes.

Signed this 9th day of December, 2009.

SURGICAL ASSIST HOLDINGS, LLC

By: 

J. Toby Gray, Member and Manager