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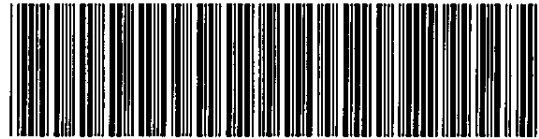
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GREGORY E. MELNICK, JR.  
*Of Counsel*

PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
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March 23, 2007

**VIA REGULAR MAIL**

Florida Department of State  
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409 E. Gaines Street  
Tallahassee, Florida 32399

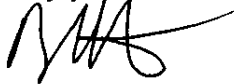
Re: Articles of Organization for InnMed Southwest Cryotherapy, L.L.C.

Gentlemen:

Enclosed is the original and one copy of the Certificate of Conversion and the Articles of Organization for InnMed Southwest Cryotherapy, L.L.C., together with a check for \$180.00 to cover the certificate of conversion fee, filing fee, fee for designation of registered agent and certified copy fee.

Once the Articles of Organization for InnMed Southwest Cryotherapy, L.L.C. have been filed, please return the certified copy to this office using the enclosed return FedEx invoice. Thank you for your assistance.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/dd  
Enclosures  
cc: Dawn Bailey

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**INNMED SOUTHWEST CRYOTHERAPY, L.P.**  
**CERTIFICATE OF CONVERSION**

Pursuant to section 608.439, Florida Statutes, the following other business entity hereby submits the **attached articles of organization** and this certificate of conversion to convert to a Florida limited liability company:

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1. The name of the other business immediately prior to filing this document was:  
**INNMED SOUTHWEST CRYOTHERAPY, L.P.**, a Florida limited partnership;
2. The date on which and the jurisdiction in which the other business entity was first created or otherwise came into being are:
  - A. Date: October 5, 2006
  - B. Jurisdiction: Florida (A06000001159)
  - C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Not Applicable
3. The name of the limited liability company as set forth in the **attached** articles of organization is: **INNMED SOUTHWEST CRYOTHERAPY, L.L.C.**



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.)

Dawn Bailey

Typed or Printed Name of Signee

**ARTICLES OF ORGANIZATION FOR  
INNMED SOUTHWEST CRYOTHERAPY, L.L.C.,  
a FLORIDA LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I - Name:**

The name of the Limited Liability Company is INNMED SOUTHWEST CRYOTHERAPY, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 1890 State Road 436, Suite 295, Winter Park, Florida 32792.

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be perpetual .

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Dawn Bailey	1890 State Road 436, Suite 295 Winter Park, Florida 32792
Christopher Kinnison	1890 State Road 436, Suite 295 Winter Park, Florida 32792

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

#### **ARTICLE VI - 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 or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

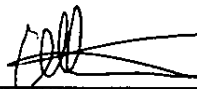
#### **ARTICLE VII - Initial Registered Office and Registered Agent**

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this 23 day of March, 2007.

  
Dawn Bailey

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature:   
William P. Weatherford, Jr.

Date: 3/23/07