

207000119923

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**SHUTTS  
&  
BOWEN  
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

CARY BOSQUE  
HEALTH CARE GROUP PARALEGAL  
(305) 347-7374 Direct Telephone  
(305) 347-7854 Direct Facsimile

E-MAIL ADDRESS:  
cbosque@shutts-law.com

November 29, 2007

Department of State  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

via FedEx

**RE: Care Solutions Medical Center Inc  
Our File No. 21667.0001**

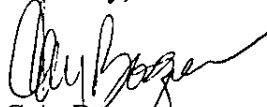
Dear Sir/Madam:

Enclosed is this firm's check in the amount of \$160 to cover the costs for the following:

- |    |   |                  |
|----|---|------------------|
| 1. | Certificate of Conversion for<br>Care Solutions Medical Center Inc.....       | \$ 35.00         |
| 2. | Filing Articles of Organization for<br>Care Solutions Medical Group, LLC..... | 125.00           |
|    |   | <u>\$ 160.00</u> |

Kindly contact me if you have any questions at 305-347-7374. Thank you.

Sincerely,



Cary Bosque  
Health Care Group Paralegal

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF CONVERSION

OF

CARE SOLUTIONS MEDICAL CENTER INC  
(A Florida Corporation)

INTO

CARE SOLUTIONS MEDICAL GROUP, LLC  
(A Florida Limited Liability Company)

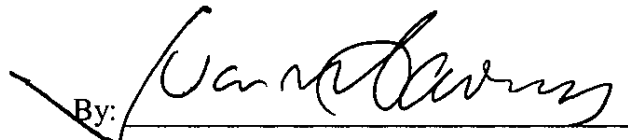
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TALLAHASSEE, FLORIDA

This Certificate of Conversion (this "Certificate") and the Articles of Organization (Attached as Exhibit A) are submitted pursuant to the provisions of §608.439 of the Florida Statutes, the undersigned hereby subscribe to and enter into the following Certificate:

1. CARE SOLUTIONS MEDICAL CENTER INC, a Florida corporation (the "Corporation") shall be converted into CARE SOLUTIONS MEDICAL GROUP, LLC, a Florida limited liability company.
2. The Corporation was incorporated in Florida, on October 18, 2007.
3. This Certificate shall be effective on the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its officer this 28<sup>th</sup> day of November, 2007, and affirm as true the foregoing under the penalties of perjury.

CARE SOLUTIONS MEDICAL CENTER INC

By:   
\_\_\_\_\_  
Juan M. Garces, M.D.  
President

# **EXHIBIT A**

ARTICLES OF ORGANIZATION  
FOR  
CARE SOLUTIONS MEDICAL GROUP, LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
CARE SOLUTIONS MEDICAL GROUP, LLC**

**ARTICLE I – NAME**

The name of this Limited Liability Company is:

CARE SOLUTIONS MEDICAL GROUP, LLC

**ARTICLE II – ADDRESS**

The mailing address and the street address of the principal office of this Limited Liability Company are:

5590 West 20 Avenue, Suite #304  
Hialeah, Florida 33016

**ARTICLE III - MANAGEMENT**

This Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)") and is, therefore, a manager-managed company. The initial managers shall be Juan M. Garces, M.D. and Llismel O. Cabrero.

**ARTICLE IV – REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this Limited Liability Company are:

Llismel O. Cabrero  
5590 West 20 Avenue, Suite #304  
Hialeah, Florida 33016

**ARTICLE V - PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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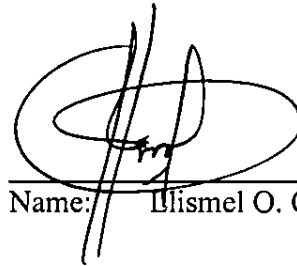
28<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the day of November, 2007.

  
Juan M. Garces, Authorized Representative

### REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, 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 his position as registered agent as provided for in Chapter 608, Florida Statutes.

Date: November 28<sup>th</sup>, 2007

  
Name: Blismel O. Cabrero

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