

L070000122382

(Requestor's Name)

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2013 AUG -5 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK
AUG -6 2013
EXAMINER

MUIÑOS & MORALES300 SEVILLA AVENUE, SUITE 309
CORAL GABLES, FLORIDA 33134**BUSINESS, TAX & WEALTH PRESERVATION ATTORNEYS**T: 305.403.0841
F: 305.403.2099

WWW.MSQUARED.LAW.COM

August 2, 2013

VIA FAX @ (850) 245-6030

Ms. Barbara Bostick
Department of State, State of Florida
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314**RE: Conversion to Other Business Entity
MZ Pharma LLC & MZ Healthcare LLC**

Dear Ms. Bostick:

The enclosed amended Certificate of Conversion for MZ Pharma and MZ Healthcare are enclosed with the requested changes as per your letter of July 25, 2013, copies of which are attached, as instructed. As to MZ Healthcare LLC in particular, the original \$60.00 check (which has already cleared the bank) was meant to cover the filing fees and certified copies for the conversion of both MZ Pharma LLC and MZ Healthcare LLC.

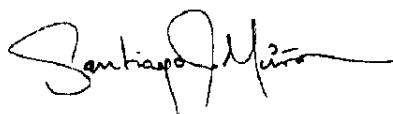
Please return all correspondence and for any further information regarding this matter please contact:

Mr. Santiago J. Muinos, Esq.
MUIÑOS & MORALES P.L.
300 Sevilla Avenue, Suite 309
Coral Gables, Florida 33134Email: smuinos@msquaredlaw.com
T: (305) 403-0641 / F: (305) 403-2099

We thank you in advance for your assistance.

Very truly yours,

MUIÑOS & MORALES P.L.



Santiago J. Muinos, Esq.

Enc: Amended Certificates and Plans of Conversion (MZ Pharma LLC, MZ Healthcare LLC); Letters from Florida Department of State (July 25, 2013; MZ Pharma LLC, MZ Healthcare LLC).

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

for
Florida Limited Liability Company
into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Florida Statutes, section 608.4403.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

MZ HEALTHCARE, LLC

L07000122382

2. The name of the "Other Business Entity" is:

MZ HEALTHCARE, S.L.

3. The "Other Business Entity" is a *sociedad limitada*, (limited liability company) organized and regulated under the laws of the Kingdom of Spain.

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., 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, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to Fla. Stat. 608.4402(2).

7. This conversion was effective under the laws governing the "Other Business Entity" on July 15, 2013.

8. This conversion shall be effective in Florida on July 15, 2013.

9. The principal office address of the "Other Business Entity" is as follows:

CALLE ALFONSO XII, 587
E-08918 BADALONA (BARCELONA), SPAIN.

10. The "Other Business Entity" is an out-of-state entity not registered to transact business in Florida. The "Other Business Entity" 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 Florida Statutes, sections 608.4351-608.43595. The "Other Business Entity" lists CALLE ALFONSO XII, 587 E-08918 BADALONA (BARCELONA), SPAIN, as a street and mailing address for an office that the Florida Department of State may use for purposes of Section 48.181, Florida Statutes.

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TALLAHASSEE, FLORIDA

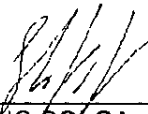
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11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Florida Statutes, sections 608.4351-608.43595.

Executed on this 15th day of July, 2013.

For MZ HEALTHCARE, LLC:



STEFANO POLGA
Manager
As Authorized Representative

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TALLAHASSEE, FLORIDA

ARTICLES & PLAN OF CONVERSION
of MZ Healthcare, LLC a Florida limited liability company
into MZ Healthcare, S.L. a Spanish sociedad limitada

Pursuant to the provisions of Section of the Florida Limited Liability Act, the undersigned managers of MZ Healthcare, LLC, a Florida limited liability corporation ("MZ Healthcare" or the "Company") hereby adopts the following articles of conversion for the purpose of converting MZ Healthcare into MZ Healthcare, S.L., a *sociedad limitada*, organized under the laws of the Kingdom of Spain.

FIRST. The Limited Liability Company

MZ Healthcare is a limited liability company that is duly organized, validly existing, and in good standing under the Limited Liability Companies Act, Ch. 608 Florida Statutes (the "Act") and the laws of the State of Florida. The Company is operating under Articles of Organization filed with the Florida Secretary of State on December 10, 2007. The Florida Secretary of State's file number for Company is L07000122477

SECOND. The Conversion

The managers and members of Company desire to convert Company to a *sociedad limitada* organized under the laws of the Kingdom of Spain (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized under the Act. The converted *sociedad limitada* (the "Converted Entity") will be organized under the laws of the Kingdom of Spain.

THIRD. Name, Address and Registered Agent of Converted Entity

Converted Entity will operate under the name of MZ Healthcare, S.L. The mailing and street address of the chief executive office and the Spanish office of the Converted Entity will be Calle Alfonso XII 587, E-08918 Badalona (Barcelona), Spain. The registered agent for service of process on Converted Entity will be A. MENARINI LATIN AMERICA, S.L., c/o Mr. D. Luca Lastrucci, at Calle Alfonso XII 587, E-08918 Badalona (Barcelona), Spain.

FOURTH. Terms of Conversion

In order to convert the Company into a Spanish *sociedad limitada*, the members of the Company are each assigning and transferring their interests in the Company to the Converted Entity in exchange for an interest in the Converted Entity. Each member's total percentage interest in profits and losses and capital of the Converted Entity will be the same as that member's total percentage interest in profits and losses and capital of the Company immediately prior to the Effective Date (as defined below), and shall be as set forth on the Schedule of Interests in the Converted Entity attached hereto and made a part of this Plan by this reference. The aforementioned assignment and transfer of interests in the Company shall be effected by an assignment of membership interests to be executed and delivered by each member of the Company.

FIFTH. Continuation of Business and Governing Documents

From and after the Effective Date (as defined below), the business of the Company will continue to be carried on by Converted Entity and all the rights and property of the Company will be vested in the Converted Entity and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the Converted Entity. All holders of interests in Company will continue to hold the same interests in Converted Entity.

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SIXTH. Tax Consequences of Conversion

It is the desire and intent of the members of Company that the Conversion will be tax free to the members under sections 721, 861, 862 and applicable Treasury Regulations of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC section 708, and will not result in a termination of the Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

SEVENTH. Approval of Plan and Dissenting Members' Procedures

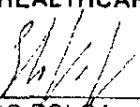
The principal terms of this Plan have been approved by a vote of the Managers of the Company, which vote equaled or exceeded the vote required under the Act and the applicable provisions of the Operating Agreement. Company shall send notice of the approval of the Conversion to each member that did not approve the Conversion within the period specified in the Act and shall fulfill its obligations under the Act to each member who delivers a timely notice to Company of such member's decision to require the Company to purchase any dissenting interests owned by such member in accordance with the procedures in the Act.

EIGHTH. Further Actions and Effective Date of Conversion

Company and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of Certificate of Conversion (the "Conversion Certificate") with the Florida Secretary of State as required under the Act and the execution of all documents necessary to dissolve the Company (including all required filings and notices with state and local authorities) and transfer the legal rights of the Company to Converted Entity. The Conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Secretary of State (the "Effective Date").

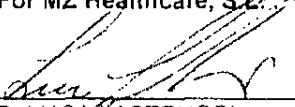
Executed on this 15th day of July, 2013.

For MZ HEALTHCARE LLC:



STEFANO POLGA
Manager
As Authorized Representative

For MZ Healthcare, S.L.C.:



D. LUCA LASTRUCCI
as Authorized Representative

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2013

SANTIAGO J. MUINOS, ESQ.
MUINOS & MORALES, P.L.
300 SEVILLA AVENUE, SUITE 309
CORAL GABLES, FL 33134

SUBJECT: MZ HEALTH CARE LLC
Ref. Number: L07000122382

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for MZ HEALTH CARE LLC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$25.00.

The fee to file the Certificate of Conversion is \$25. Enclose an additional \$30 for each certified copy requested and an additional \$5 for each certificate of status requested.

The Certificate of Conversion must contain the street and mailing address of an office that the Florida Dept. of State may use for purposes of s.48.181, F.S.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 013A00018035