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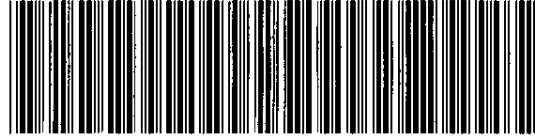
(Business Entity Name)

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TALLAHASSEE FLORIDA

S. HAWKES

FEB 06 2009

EXAMINER

**CERTIFICATE OF CONVERSION
FOR
CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC.
INTO
CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to section 608.439, Florida Statutes, CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC., a Florida corporation, an "other business entity" hereby submits the attached articles of organization and this certificate of conversion to convert into a Florida limited liability company:

1. The name of the "other business entity" immediately prior to conversion into the filing of this Certificate of Conversion is: CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. which is a Florida for profit corporation. CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. was incorporated as a Florida corporation on effective January 13, 2009 and assigned document number P09000003809.
2. The name of the Florida limited liability company is CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C.
3. CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. has converted into an "Other Business Entity" in compliance with Florida Statutes Chapter 607 and the conversion complies with the applicable law governing the "Other Business Entity," which is Florida Statutes Chapter 608.
4. The Plan of Conversion was approved by CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. in accordance with Florida Statutes Chapter 607.
5. No shareholder of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. shall be a general partner of the "Other Business Entity" so no consent was required under Florida Statutes ' 607.1112(6). The "Other Business Entity" is a limited liability company and not a general partnership or limited partnership.
6. This conversion shall be effective under the laws governing the "Other Business Entity" upon the filing of this Certificate of Conversion with the Florida Division of Corporations.
7. This conversion shall be effective in Florida upon the filing of this Certificate of Conversion with the Florida Division of Corporations.

8. The principal office address of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C., shall be:

1003 East Wallace Street
Orlando, Florida 32809

DATED as of January 22, 2009.

CENTRAL FLORIDA PODIATRY ASSOCIATES
IPA, INC.

By: 
Michael T. McManus, President

CENTRAL FLORIDA PODIATRY ASSOCIATES
IPA, LLC

By: 
Michael T. McManus, Manager

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EXHIBIT "A"

**PLAN OF CONVERSION OF
CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC.
WITH AND INTO
CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C.**

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1. CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC., a Florida corporation shall convert into CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. a Florida limited liability company.

2. Upon the consummation of the conversion of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. into CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C., the separate existence of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. shall cease. CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C., as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. shall not be affected by the conversion and upon the conversion, CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. prior to the conversion as provided ' 607.1114 of the Florida Statutes. Further, as provided in ' 607.1114 of the Florida Statutes, all rights of creditors and any person or persons dealing with CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. shall be preserved and remain unimpaired by the conversion, all liens upon the properties of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. shall be preserved and remain unimpaired by the conversion, and all debts, liabilities, obligations and duties of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. shall henceforth attach to CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. and may be enforced against CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. to the same extent as if such obligations and duties has been incurred by CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C.. Additionally, any existing claim or action or proceeding pending by or against CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. or CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. may be continued as if the conversion did not occur or CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. may be substituted in such proceedings for CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC.

3. The manner and basis of converting the shares of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. into units of membership interest of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. is as follows:

a. At the effective date of the conversion, each share of common stock of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, INC. issued and outstanding shall be converted into one unit of membership interest of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C.

4. The Articles of Organization of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. in effect at the time of the conversion shall remain unchanged as a result of the conversion and shall continue as the Articles of Organization of CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C.

5. The effective date of the conversion shall be as of the date the Articles of Conversion are filed with the Florida Department of State.

6. Neither CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, neither INC. nor CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C. is subject the law of any jurisdiction other than the State of Florida.

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION FOR
CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, 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 CENTRAL FLORIDA PODIATRY ASSOCIATES IPA, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1003 East Wallace Street, Orlando, Florida 32809.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of filing of these Articles of Organization.

ARTICLE IV - Management:

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

<u>Name</u>	<u>Address</u>
Michael T. McManus	1003 East Wallace Street Orlando, Florida 32809

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:

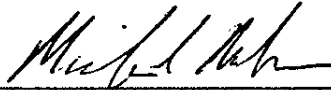
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the

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 22 day of January, 2009.



Michael T. McManus, Authorized Agent

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: Jan 22, 2009

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