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(Business Entity Name)

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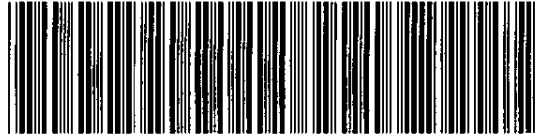
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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 APR 17 PM 1:36

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McDermott & Thacker, P.A.

Attorneys at Law

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MICHAEL J. McDERMOTT
RICKY L. THACKER

MICHAEL A. OSSI
Of Counsel

April 14, 2009

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Family Practice Center of Brandon, LLC
Our File No.: 09-0027

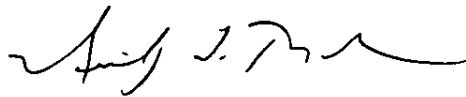
Dear Sir or Madam:

Please find enclosed a Certificate of Conversion, Articles of Organization and my firm's check in the amount of \$185.00 which are being submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439 of the Florida Statutes.

Please return a certified copy and a Certificate of Status once the Certificate of Conversion and Articles of Organization have been filed.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Ricky L. Thacker, Esquire

RLT\sst
Enclosure
cc: Miguel Mazariegos

s\Z:\2009\09-0027\ltr-1.doc

CERTIFICATE OF CONVERSION
For
"OTHER BUSINESS ENTITY"
Into
FLORIDA LIMITED LIABILITY COMPANY

FILED
2009 APR 17 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity" into a Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Family Practice Center of Brandon, Inc.
2. The "Other Business Entity" is a Corporation first organized, formed or incorporated under the laws of Florida on December 10, 2001.
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated. N/A.
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**: Family Practice Center of Brandon, LLC.
5. If not effective on the date of filing, enter the effective date: N/A.

Signed this 20 day of March, 2009.

Signature of Member of Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____
Printed Name: Sandra Mazariegos Title: Member

Signature(s) on behalf of Other Business Entity:

Signature of Member or Authorized Representative: _____
Printed Name: Sandra Mazariegos Title: Vice President/Secretary

ARTICLES OF ORGANIZATION

OF
FAMILY PRACTICE CENTER OF BRANDON, LLC
a limited liability company

FILED
2009 APR 17 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FAMILY PRACTICE CENTER OF BRANDON, LLC, and its principal office shall be located at 240 S. Moon Ave., Brandon, Hillsborough County, Florida 33511, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Miguel A. Mazariegos
16127 Bridgecrossing Dr.
Lithia, Florida 33547

Sandra Mazariegos
16127 Bridgecrossing Dr.
Lithia, Florida 33547

V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

VII. PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 791 W. Lumsden Rd., Brandon, Hillsborough County, Florida 33511, and the name of the company's initial registered agent at that address is Ricky L. Thacker, Esquire.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Family Practice Center of Brandon, LLC.

Executed by the undersigned at Brandon, Florida on March 20, 2009.

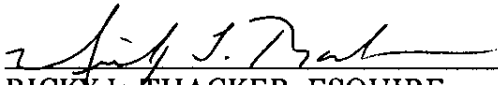


SANDRA MAZARIEGOS

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated professional limited liability company at the place designated in the above Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 3/20/09_____



RICKY L. THACKER, ESQUIRE
As Registered Agent for
Family Practice Center of Brandon, LLC