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(Requestor's Name)

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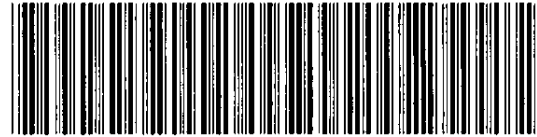
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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RECEIVED
09 MAY -4 PM 4:42
TALLAHASSEE, FLORIDA

B. KOHR
MAY - 4 2009
EXAMINER

FILED
09 MAY -4 PM 4:55
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 1st Choice Home Health Care, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Maximilian Schenk

(Contact Person)

Schenk & Associates, PLC

(Firm/Company)

999 Brickell Avenue, Suite 700

(Address)

Miami, FL 33131

(City, State and Zip Code)

FILED
09 MAY - 4 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Maximilian Schenk

(Name of Contact Person)

at (305)

444-2200

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**JOINT WRITTEN CONSENT OF THE
BOARD OF DIRECTORS AND THE SOLE SHAREHOLDER OF
1ST CHOICE HOME HEALTH CARE, INC.
(a Florida corporation)**

FILED
09 MAY -4 PM 4:55
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

Effective this May 4, 2009, the undersigned, being all the members of the Board (the "Board") and the Shareholders (the "Shareholders") of 1st Choice Home Health Care, Inc., a Florida corporation (the "Corporation"), do hereby consent to and adopt the following resolutions, and hereby direct that this consent be filed with the minutes of the proceedings of the Board:

LLC Conversion

WHEREAS, it has been proposed that the Corporation convert into a limited liability company and, in connection therewith, enter into that certain Plan of Conversion of the Corporation, a copy of which is attached hereto as Exhibit A (the "Plan of Conversion"), whereby, in accordance with the Plan of Conversion, the Corporation shall be converted into a limited liability company pursuant to Sections 607.1112 thru 607.1114 and Section 608.439 of the Florida Statutes (the "Applicable Laws"); and

WHEREAS, the Board has reviewed the draft of the Plan of Conversion and has determined that the terms of the Plan of Conversion are advisable and in the best interests of the Corporation and has recommended such actions to the Shareholders; and

WHEREAS, the Shareholders have considered the recommendation of the Board and concur such actions are in the best interests of the Corporation.

NOW, THEREFORE, the Board and Shareholders do hereby consent to and adopt the following resolutions:

RESOLVED, that the Corporation be converted, in accordance with the Plan of Conversion and Applicable Laws, into a limited liability company (the "Conversion"); and be it

RESOLVED FURTHER, that the execution and delivery of the Plan of Conversion and the performance by the Corporation of the transactions thereunder be, and they hereby are, deemed to be in the best interest of and advisable to the Corporation; and be it

RESOLVED FURTHER, that the Corporation shall execute and deliver a Certificate of Conversion and Articles of Organization to the Secretary of State of the State of Florida, substantially in the form attached as Exhibit B thereby effecting the Conversion;

RESOLVED FURTHER, that the designated officers of the Corporation be, and each of them acting alone hereby is, authorized and directed to take such actions and to do all things which any such designated officers may deem necessary or appropriate to accomplish the transactions contemplated by the Plan of Conversion; and be it

RESOLVED FURTHER, that the designated officers of the Corporation be, and each of them hereby is, authorized and empowered, for and in the name and on behalf of the Corporation, to make such filings, execute such documents, certificates and agreements, pay such fees and expenses and to do such other acts and things as they (or any of them) may deem necessary or advisable in connection with the carrying out of purposes and intents set forth in the foregoing resolutions or to carry out the business of the Corporation; and be it

General Ratification and Authorization

RESOLVED FURTHER, that in addition to and without limiting the foregoing, the designated officers be, and each of them hereby is, for and in the name and on behalf of the Corporation, authorized to take, or cause to be taken, such further action, to pay such fees and expenses, to make such filings or certifications, and to execute and deliver, or cause to be delivered, all such agreements, instruments and documents, in each case, as such the designated officers may deem necessary or appropriate in order to effect the purpose and to carry out the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the incorporator, directors, officers, employees, agents or shareholders of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and be it

RESOLVED FURTHER, that any other action taken by any of the designated officers in connection with the foregoing resolutions is authorized, ratified and approved.

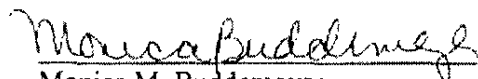
Signed as of the date first written above by:

DIRECTORS



Monica M. Buddemeyer
As Director and President

SHAREHOLDERS



Monica M. Buddemeyer
As 51% Shareholder



Michael Buddemeyer
As 49% Shareholder

EXHIBIT A

Plan of Conversion

no 40

**PLAN OF CONVERSION OF
1ST CHOICE HOME HEALTH CARE, INC.
INTO
1ST CHOICE HOME HEALTH CARE LLC**

FILED
09 MAY -4 PM 4:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This Plan of Conversion (the "Plan") has been adopted and approved by the Board of Directors and sole Shareholder of the Corporation (defined below) as provided by that certain resolution of the Board of Directors and Shareholders, a copy of which is attached hereto, and is for the purpose of effecting a conversion of the Corporation into a Florida limited liability company in accordance with Sections 607.1112 through 607.1114, and Section 608.439, of the Florida Statutes (the "Applicable Laws").

A. The name of the converting corporation (the "Corporation") is 1st Choice Home Health Care, Inc., a Florida corporation, which was organized as a corporation under Florida law on November 7, 2003.

B. The conversion of the Corporation into a Florida limited liability company has been duly approved and authorized by its directors and sole shareholder in accordance with the Applicable Laws.

C. The Corporation desires to be converted into a Florida limited liability company pursuant to this Plan and the Applicable Laws.

NOW THEREFORE, intending to comply with the Applicable Laws, the Corporation hereby adopts the following the Plan:

1. Conversion.

(a) Conversion and Effective Time. The Corporation shall be converted into a Florida limited liability company in accordance with the Applicable Laws (the "Conversion"), effective on the filing of the necessary documents for the conversion with the State of Florida ("Effective Time").

(b) Name and Jurisdiction of Converting and Resulting Entities. The Corporation is the converting entity. The resulting entity is 1st Choice Home Health Care LLC (the "LLC") and its jurisdiction of organization shall be the State of Florida.

(c) Terms and Conditions of Conversion; Initial Interests of the LLC. All of the outstanding shares of stock of the Corporation, as they exist as of the Effective Time, shall be converted into 100% of the membership interests of the LLC (the "Membership Interests") with each share of the Corporation representing one tenth of one percent (0.1%) of the Membership Interests following the Conversion. For purposes of the Florida Limited Liability Company Act (Florida Statutes, Sections 608.401 et seq, herein the "Act"), the LLC's members' rights to

distributions, profits and losses, voting and approval rights, and any other rights of participation or interests in the LLC, shall be allocated among them in proportion to the number of Membership Interests held by them.

(d) Filing of Certificate of Conversion and Articles. The form of Certificate of Conversion attached hereto as Exhibit A, and the form of Articles of Organization for the LLC, attached hereto as Exhibit B, shall be completed, executed and filed with the Florida Department of State in the manner required by the Applicable Laws. The Certificate of Conversion and Articles of Organization shall be filed such that the Effective Time recited above shall apply to the Conversion.

(e) Effect of Conversion. Without limiting the Applicable Laws, the LLC shall be the sole continuing entity and shall continue to be governed by the Act and any other applicable laws of the State of Florida, and (1) all real property and other assets, rights, privileges, claims, immunities and franchises of the Corporation shall be deemed vested in the LLC, without reversion or impairment, and (2) all debts, liabilities and other obligations of the Corporation shall be deemed obligations of the LLC. For the avoidance of doubt, any actions or proceedings pending by or against the Corporation may be continued against the LLC as if the Conversion had not occurred.

2. Operating Agreement of the LLC. It is contemplated that as of the Effective Time there will not be a written "operating agreement" adopted for the LLC. Pending the adoption of a written operating agreement (if at all), the LLC shall be governed by the provisions of the Act ("default provisions") to the extent such provisions are not inconsistent with this Plan, together with any other agreements which the LLC's members may reach in the meantime with respect to the business, operations and affairs of the LLC which may vary from the default provisions of the Act.

3. Miscellaneous.

(a) Further Assurances and Titling of Assets; Same Entity. On and after the Effective Time, the Corporation, the LLC and each of their respective officers shall take all such further actions and execute, acknowledge and deliver all such further instruments and documents as may be necessary or desirable to convey and transfer to, and vest in, the LLC, and to protect the LLC's right, title and interest in and to, and enjoyment of, the assets, properties and business of the Corporation, and as may otherwise be appropriate to carry out the transactions provided for in this Plan. Without limiting the foregoing, if at any time after the Effective Time the LLC shall determine that it is advisable to perfect, confirm, evidence or otherwise formalize, including by public filings (including real estate title recordation offices), bills of sale, assignments or other actions or instruments, the continued vesting in the LLC of the Corporation's right, title or interest to any of its real estate and other assets, claims or rights as a result of the Conversion, or to otherwise carry out the Conversion, then an officer of the LLC shall execute and deliver in the name and on behalf of the Corporation all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers. The act of executing and delivering any such instrument shall not be construed for any purpose as treating the LLC as an entity that is separate and distinct from the Corporation, it being the intent that Applicable Laws

shall control the determination that the LLC is for all purposes the same entity that existed before the Conversion.

(b) Modification, Termination or Waiver. This Plan may be amended, modified, abandoned, superseded or terminated in a writing signed by a majority in interest of the members of the LLC after the Effective Time.

(c) Notices. Any notice or other communication required or which may be given hereunder shall be in writing and either be delivered personally to the addressee or mailed, by express, certified or registered mail, postage prepaid, and shall be deemed given when so delivered personally, or if mailed, three days after the date of mailing.

(d) Binding Effect and Assignment. This Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

(e) Entire Plan. This Plan contains all of the provisions for a plan of conversion under the Applicable Laws, and there are no other conditions, terms, understandings or agreements concerning the Conversion other than those set forth herein.

(f) Governing Law. This Plan shall be governed by, and construed in accordance with, the Applicable Laws.

(g) Counterparts. This Plan may be executed in several counterparts, each of which shall be deemed to be an original, but which together shall constitute one and the same instrument.

The undersigned has caused this Plan to be executed as of the date written below.

1st CHOICE HOME HEALTH CARE INC.
A Florida corporation

By: Monica Buddemeyer
Monica M. Buddemeyer
As Director and President

Date: May 4, 2009

EXHIBIT B

Certificate of Conversion

2010B

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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:

1st Choice Home Health Care, Inc.
(Enter Name of Other Business Entity)

P030004 2/2/20

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 11-07-2003 effective 12/1/2003.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

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:

1st Choice Home Health Care LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

FILED
09 MAY -4 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ND

Signed this 4th day of May 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Monica Buddemeier
Printed Name: Monica Buddemeier Title: Managing Member

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: (see attached)
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

MB

FILED
09 MAY -4 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

1st Choice Home Health Care LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

118 S. Barfield Dr.
Marco Island, FL 34145

Mailing Address:

(same)

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Schenk & Associates PLC
Name
995 N. Collier Blvd
Florida street address (P.O. Box **NOT** acceptable)
Marco Island FL 34145
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Monica M. Buddemeyer
11 Templewood Court
Mango Island, FL 34145

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

Monica Buddemeyer

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.)

Monica M. Buddemeyer
Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

Page 2 of 2

ND