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B. KOHR

JAN - 4 2010

EXAMINER

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARTER'S ORTEGA PHARMACY, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>CONVERSION</u>

Examiner's Initials

Certificate of Conversion
For
Florida Profit Corporation
Into
Florida Limited Liability Company

205409

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

1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is Carter's Ortega Pharmacy, Inc.
2. The Florida Profit Corporation was first incorporated under the laws of the State of Florida on September 1, 1957.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Carter's Ortega Pharmacy, LLC.

Signed this 30th day of December 2009.

Signature: _____

Printed Name: Gregory S. Carter Title: President *

* Gregory S. Carter is also signing as an authorized representative for CARTER'S ORTEGA PHARMACY, LLC.

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ARTICLES OF ORGANIZATION
FOR
CARTER'S ORTEGA PHARMACY, LLC

The undersigned organizer to these Articles of Organization hereby forms a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I
Name

The name of the limited liability company is CARTER'S ORTEGA PHARMACY, LLC (the "Company").

ARTICLE II
Principal Office and Mailing Address

The initial mailing address and street address of the principal office of the Company is 2923 Corinthian Avenue, Jacksonville, Duval County, Florida 32210.

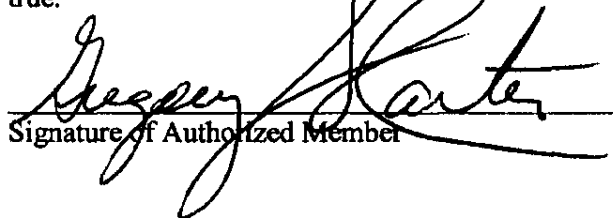
ARTICLE III
Management

The Company is to be a manager-managed company, and its initial manager is *GREGORY SCOTT CARTER HOLDINGS, LLC*

ARTICLE IV
Registered Agent and Registered Office

The name of the initial registered agent of the Company is Gregory S. Carter whose street address is 2923 Corinthian Avenue, Jacksonville, Duval County, Florida 32210.

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.


Signature of Authorized Member

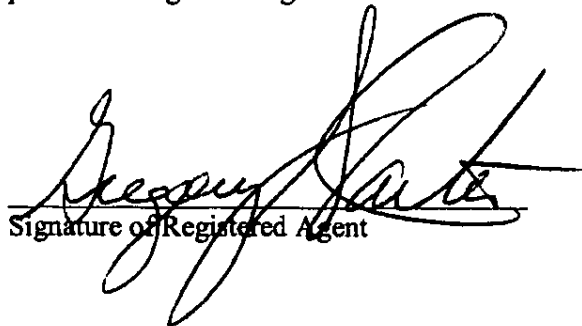
December 30, 2009
Date

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 608.415, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the state of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

1. The name of the Limited Liability Company is CARTER'S ORTEGA PHARMACY, LLC.
2. The name of the initial registered agent of the Company is Gregory S. Carter whose street address is 2923 Corinthian Avenue, Jacksonville, Duval County, Florida 32210.

Having been named as registered agent 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.


Signature of Registered Agent

December 30, 2009
Date