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FILE NO.: 051830.119443

April 30, 2010

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

Re: Certificate of Conversion for Communicare, Inc.

To Whom It May Concern:

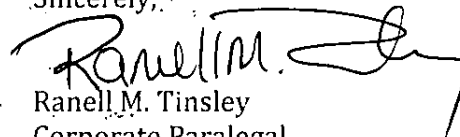
The enclosed Certificate of Conversion, Articles of Organization and fees are submitted to convert Communicare, Inc., a Florida corporation ("Other Business Entity") into Communicare, LLC, a Florida limited liability company in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Ranell M. Tinsley
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, FL 33756

Enclosed is a check for \$155.00; this amount is to cover the cost of filing fees and a certified copy. For further information concerning this matter, please call myself at (727) 461-1818 extension 2153.

Sincerely,


Ranell M. Tinsley
Corporate Paralegal

rmt

Enclosures

#525945v1

**CERTIFICATE OF CONVERSION
FOR
COMMUNICARE, INC.
("Other Business Entity")
INTO
COMMUNICARE, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into COMMUNICARE, LLC in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Communicare, Inc.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on September 29, 1999.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Communicare, LLC.
5. This conversion shall be effective in Florida on the date of filing.

Signed this 29th day of April, 2010.

COMMUNICARE, INC.

By: _____

Thomas J. Kennedy, President

COMMUNICARE, LLC

By: _____

Thomas J. Kennedy, Manager

Prepared By:

Michael C. Markham, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0768560

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
COMMUNICARE, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: COMMUNICARE, LLC.

ARTICLE II

Place of Business

The principal place of business of this Company shall be 2769 Whitney Road, Clearwater, Florida 33760, and such other place or places as may be designated by the manager from time to time. The mailing address of this Company shall be P.O. Box 18020, Clearwater, Florida 33762-8020.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be THOMAS J. KENNEDY, and the address of the registered agent for service of process shall be 2950 Maple Trace, Tarpon Spring, Florida 34689.

ARTICLE IV

Management of Business

The Company shall be manager-managed. The initial managers of the Company are as follows:

Thomas J. Kennedy
2950 Maple Tr.
Tarpon Spring, Florida 34689

Phillip S. Wells
4804 Hayride Ct
Tampa, Florida 33624

Ronald D. Steele
9458 Waterford Drive
Winter Have, Florida 33884

Archibald N. Galloway, Jr., Ph.D.
1200 Country Club Drive #4104
Largo, Florida 33771

The undersigned has executed these Articles of Organization this 29th day of April, 2010.


Thomas J. Kennedy, Manager

Prepared By:

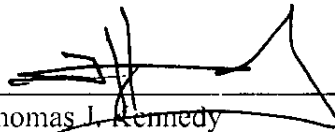
Michael C. Markham, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0768560

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 2950 Maple Trace, Tarpon Springs, Florida 34689, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 29th day of April, 2010



Thomas J. Kennedy

#525786v1