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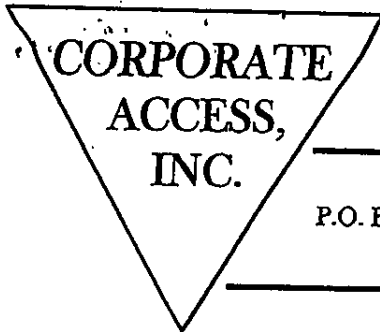
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Conversion to LLC

1. Paramount Land Holdings, LLC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

Articles Enclosed ☺

CERTIFICATE OF REORGANIZATION AND CONVERSION
of
PARAMOUNT LAND HOLDINGS, INC.
into
PARAMOUNT LAND HOLDINGS, LLC

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This Certificate of Reorganization and Conversion is submitted to convert the following Florida corporation into a Florida Limited Liability Company in accordance with §607.1113 and §608.439 Florida Statutes.

1. The other entity, Paramount Land Holdings, Inc., formerly known as Florida Cardiovascular Institute Holdings, Inc., filed Articles of Incorporation with the Florida Department of State on October 3, 2001 as Document No. P01000096389.
2. The name of the other entity immediately prior to the filing of this Certificate of Conversion is Paramount Land Holdings, Inc.
3. The name of the Florida limited liability company into which the other entity converted is Paramount Land Holdings, LLC, which will be located at 509 South Armenia Avenue, Suite 200, Tampa, Florida 33609.
4. The conversion is to be effective as the filing of this Certificate of Reorganization and Conversion with the Florida Department of State.
5. The Plan of Reorganization and Conversion has been approved by unanimous Written Action of the Board of Directors and Shareholders on October 19, 2010, which vote was sufficient for approval.

Signed this October 19, 2010.

PARAMOUNT LAND HOLDINGS, INC.

By: _____

Lisa Saff Koche, President

PARAMOUNT LAND HOLDINGS, LLC

By: _____

Lisa Saff Koche
Authorized Representative

ARTICLES OF ORGANIZATION
OF
PARAMOUNT LAND HOLDINGS, LLC

SECRETARY OF STATE
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The undersigned hereby certifies that she is one of the Members who is forming a Limited Liability Company under Florida Statutes Chapter 608. The following Articles of Organization are hereby adopted.

ARTICLE 1.
NAME

The name of the Limited Liability Company shall be Paramount Land Holdings, LLC.

ARTICLE 2.
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as the date of filing with the Florida Department of State.

ARTICLE 3.
ADDRESS; PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 509 South Armenia Avenue, Suite 200, Tampa, Florida 33609.

ARTICLE 4.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 509 South Armenia Avenue, Suite 200, Tampa, Florida 33609 and its initial registered agent at such address is Lisa Saff Koche.

ARTICLE 5.
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

The undersigned, being one of the Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of Paramount Land Holdings, LLC.

Executed by the undersigned on October 19, 2010.



Lisa Saff Koche

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for Paramount Land Holdings, LLC. and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 19 day of October, 2010.



Lisa Saff Koche