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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 580750 4323109

AUTHORIZATION :

COST LIMIT : \$ 254.00

ORDER DATE : March 22, 2013

ORDER TIME : 2:52 PM

ORDER NO. : 580750-020

CUSTOMER NO: 4323109

13 MAR 22 PM 11:48  
FALL ANGELES, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: COHEALO LLC

EFFECTIVE DATE:

XX\_\_\_ CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_ CERTIFIED COPY  
XX\_\_\_ PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: \_\_\_\_\_

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

FILED  
13 MAR 22 AM 11:16  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is **Cohealo LLC**.
2. The name of the "Other Business Entity" is **Cohealo Inc.**
3. The "Other Business Entity" is a corporation incorporated under the laws of Delaware.
4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the statute or applicable law governing the "Other Business Entity."
5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
6. This conversion was effective under the laws governing the "Other Business Entity" on March 22, 2013.
7. This conversion shall be effective in Florida on March 22, 2013.
8. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:  
  
2101 Brickell Avenue, Suite 2907  
Miami FL 33129
9. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, Florida Statutes:

Street and Mailing address: 2101 Brickell Avenue, Suite 2907  
Miami FL 33129

10. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, Florida Statutes.

Signed this 22nd day of March, 2013.

Signature: \_\_\_\_\_

Printed Name: Mark A. Slaughter, Jr.

Title: Manager


**PLAN OF CONVERSION  
OF  
COHEALO LLC**

This Plan of Conversion (this "Plan") is for the purpose of setting forth the terms and conditions of the conversion of **Cohealo LLC**, a Florida limited liability company (the "Company"), into a Delaware corporation, in accordance with the Florida Limited Liability Company Act and the Delaware General Corporation Law (the "Conversion").

Upon consummation of the Conversion:

1. The surviving entity shall be a Delaware corporation. The surviving entity's name shall be "Cohealo Inc."
2. The effective date of the Conversion shall be the date on which the Certificate of Conversion and the Certificate of Incorporation are filed with the Secretary of State of the State of Delaware.
3. Each outstanding member Unit of the Company shall be converted into three hundred eighty-one thousandths (0.381) shares of common stock, par value \$0.00001 per share, of the Delaware corporation.
4. The full text of the Certificate of Incorporation of Cohealo Inc., a Delaware corporation, as will be in effect immediately after the consummation of the Conversion, is attached hereto as Appendix A.
5. This Plan may be modified at any time by action of the Managing Member(s) and the Members of the Company prior to the Conversion.

**COHEALO LLC**

  
\_\_\_\_\_  
Mark A. Slaughter, Jr., Manager

Dated: March 22, 2013