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J. SAULSBERRY
EXAMINER

AUG 22 2011

RHG RAPPEL HEALTH LAW GROUP, P.L.

BRIDGEWATER — SUITE A 210 — 1515 INDIAN RIVER BOULEVARD — VERO BEACH, FLORIDA 32960-7103
TELEPHONE: 772.778.8885 — FACSIMILE: 772.778.8883 — E-MAIL: postmaster@rappelhealthlaw.com

August 17, 2011

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Drive
Tallahassee, Florida 32301

**Re: Conversion Documents
For Florida Corporation in to Florida Limited Liability Company**

Dear Sir/Madam:

Please find enclosed a Certificate of Conversion, Articles of Organization, and a check in the amount of One Hundred Eighty Five and 00/100ths Dollars (\$185.00) for Filing Fees, Certified Copy, and Certificate of Status, which are being submitted to convert an "Other Business Entity" (Care Wellness Center, Inc.) into a "Florida Limited Liability Company" in accordance with Section 608.439, *Florida Statutes*.

Please return all correspondence concerning this matter to:

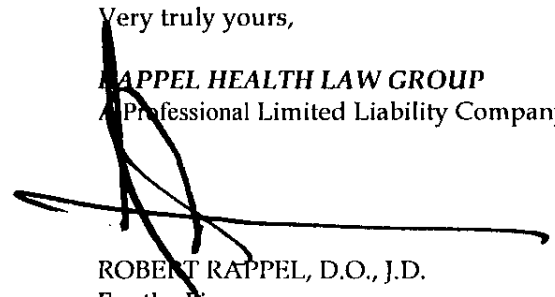
Robert Rappel, DO, JD
Rappel Health Law Group, PL
1515 Indian River Boulevard, Suite A-210
Vero Beach, Florida 32960
Telephone: 772.778.8885
Facsimile: 772.778.8883
Electronic Correspondence: dr@rappelhealthlaw.com

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Should you have any questions regarding the above, please contact us at your convenience.

Very truly yours,

RAPPEL HEALTH LAW GROUP
A Professional Limited Liability Company


ROBERT RAPPEL, D.O., J.D.
For the Firm

DRR/
Enclosures:
cc:

T:\Clients\Freeman & Whitten\Care Wellness Center, Inc\Correspondence\Letter Div Corp Conversion Doc 08.17.11.doc

ROBERT RAPPEL, D.O., J.D. *† | CRAIG M. RAPPEL, ESQ. *§ | GLENN A. CRAIG, M.Sc.Ed., J.D. °

* MEMBER FLORIDA AND DC BAR | ° OF COUNCIL | † BOARD CERTIFIED HEALTH LAW ATTORNEY | § MEMBER LAW SOCIETY OF ENGLAND & WALES, SRA No. 429691

CERTIFICATE OF CONVERSION
FOR
CARE WELLNESS CENTER, INC.
INTO
CARE WELLNESS CENTER, L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY

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This **CERTIFICATE OF CONVERSION** ("Certificate") and attached Articles of Organization are submitted to convert CARE WELLNESS CENTER, INC., a Florida corporation into a Florida Limited Liability Company in accordance with Section 608.439, *Florida Statutes*, hereby states as follows:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

P1100000 7986
1-24-11 CARE WELLNESS CENTER, INC.

a Corporation first organized and incorporated under the laws of the State of Florida on January 24, 2011.

2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

CARE WELLNESS CENTER, LLC

and shall be effective on the date of filing.

3. This conversion is permitted by Section 607.1112 of the Florida Business Corporation Act (as amended) and its applicable law(s) governing same, and the conversion complies with Section 608.439 of the Florida Limited Liability Act (as amended).

4. CARE WELLNESS CENTER, INC. currently exists on the official records of the Division of Corporation, Secretary of State for the State of Florida and is current in its filing of the Annual Report.

The Member or authorized representative of a Member affirms that the facts stated in this Certificate of Conversion are true and understands that any false information if any contained in this document constitutes a third degree felony as

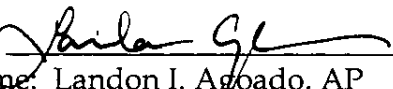
Statutes, the Member or authorized representative has caused this Certificate of Conversion to be executed this ___ day of August, 2011.

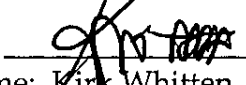
CARE WELLNESS CENTER, LLC

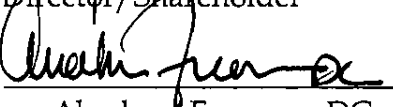
By: 
Landon Agoado, MGM

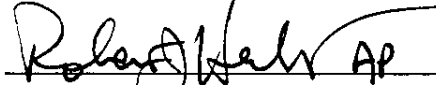
Authorized Representative or Member in accordance with Section 608.408, *Florida Statutes*, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

CARE WELLNESS CENTER, INC.

By: 
Name: Landon I. Agoado, AP
Its: Director/Shareholder

By: 
Name: Kirk Whitten, DC
Its: Director/Shareholder

By: 
Name: Abraham Freeman, DC
Its: Director/Shareholder

By:  AP
Name: Robert Herbst, AP
Its: Director/Shareholder

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AGREEING TO AND APPROVING OF THE ABOVE AS ALL OF ITS DIRECTORS AND SHAREHOLDERS.

The individuals signing above for Care Wellness Center, Inc. affirm that the facts stated in this document are true, and understand that any false information constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.

ARTICLES OF ORGANIZATION
OF
CARE WELLNESS CENTER, L.L.C.

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The undersigned incorporator to these Articles of Organization desiring to form a Florida limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows:

ARTICLE I - NAME

The name of the Limited Liability Company ("Company") is

CARE WELLNESS CENTER, L.L.C.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Company is 5576 W. Sample Road, Margate, Florida 33073, or such a place as may be designated by the Members.

ARTICLE III - REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent for service of process in the state for this Company is DEC Consultants, Inc., Bridgewater, 1515 Indian River Boulevard, Suite A-210, Vero Beach, Florida 32960-7103.

ARTICLE IV - PURPOSE

The general nature, purpose and character of business to be transacted by the Company is :

A. To engage in every phase and aspect of the business of managing and providing support services to entities who are rendering chiropractic and other medical services as a limited liability company to the public that any physician duly licensed under Chapter 460, 458, 459, 461 and 457, *Florida Statutes*, and the laws of the State of Florida, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed to perform those services under the laws of the State of Florida. However, any physician licensed under Chapter 460, *Florida Statutes* shall maintain complete care, custody, and control to practice chiropractic medicine and use of its equipment.

B. To invest the funds of the Company in real estate, mortgages, stocks, bonds or any other type of investment and town real and personal property necessary for the rendering of professional medical services.

C. To enter into, for the benefit of its employees, one or more of the following : (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted unit option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option to purchase and acquire the units owned and held by any member who dies in accordance with the Operating Agreement adopted by the members of the Company setting forth the terms and conditions of such purchases; provided, however, that the capital of

the Company is not impaired.

E. At its option, to enter into a partnership with other qualified professionals in the area of medicine duly licensed under Chapter 460, 458, 459, 461 and 457, *Florida Statutes*, and the laws of the State of Florida.

F. To acquire, invest in, own, maintain, repair, lease, sell and otherwise use all equipment and other personal property related or incidental thereto, and in connection with this purpose, and other activities related or incidental thereto, including without limitation, the borrowing of funds and the granting of security interests in its property and the purchase, lease license of clinic facilities. The Company shall have all powers to engage in any legal and lawful act or activity which may be granted to limited liability companies under Florida Law.

ARTICLE V - DURATION

The Company shall exist upon the date of filing of these Articles of Organization with the Secretary of State, and shall continue perpetually or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Section 608.441, *Florida Statutes*.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its Managers as set forth in the Operating Agreement for the Company; provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Company by a non-member manager.

ARTICLE VII - ADDITIONAL MEMBERS

Additional members may be admitted to the Company in the manner provided in the Operating Agreement.

ARTICLE VIII - DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, unless the remaining Members agree in writing to continue the business of the Company.

ARTICLE IX - INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member or Manager for any liability incurred in connection with any action, if such Member and/or Manager acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, Manager, Managing Member or employee of the Company, or is or was serving at the request of the Company as a manager, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if

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he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

ARTICLE X - LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

ARTICLE XI - TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XII - POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

ARTICLE XIII - LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the regulations incorporated in the Operating Agreement of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 608.408(3), Florida Statutes, has caused these Articles of Organization to be executed this 10th day of August, 2011.

By: Paula G
Landon Agoado, MGM
Authorized Representative or Member in
accordance with Section 608.408, Florida Statute
the execution of this Affidavit constitutes an
affirmation under the penalties of perjury
that the facts stated herein are true.

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**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Provisions of Section 608.415 or 608.507, *Florida Statutes*, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

CARE WELLNESS CENTER, L.L.C.

2. The name and address of the registered agent and office is:

DEC Consultants, Inc.
Bridgewater
1515 Indian River Boulevard,
Suite A-210
Vero Beach, Florida 32960-7103

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ACKNOWLEDGMENT:

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.

DEC CONSULTANTS, INC.


By: 
ROBERT RAPPEL, President

Dated: August 18th, 2011

STATE OF FLORIDA)

COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 18th day of August, 2011, by Robert Rappel, President DEC Consultants, Inc. who is personally known to me and who did not take an oath.

By: 
Notary Public
Commission Number: DD 0765371

