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(City/State/Zip/Phone #)

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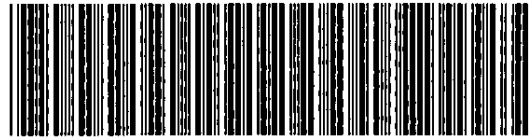
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan JAN - 9 2014

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ATTORNEY AT LAW

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December 19, 2013

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

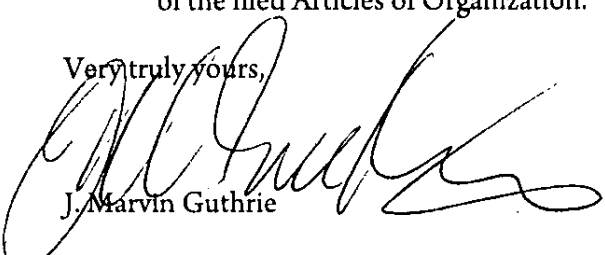
Re: Florida Dental Properties, LLC

Dear Sir or Madam:

On behalf of our client, Florida Dental Properties, a Florida general partnership, registered with the Department of State under document number GP1300001700, I am enclosing the following documents for filing:

1. Certificate of Conversion for Florida General Partnership into Florida Liability Company.
2. Articles of Organization for Florida Dental Properties, LLC.
3. Check in the amount of \$188.75 to cover the filing fees for the Certificate of Conversion and Articles of Organization and providing this office with a Certificate of Status as to the Certificate of Conversion and a certified copy of the filed Articles of Organization.

Very truly yours,



J. Marvin Guthrie

JMG:scd
Enclosures
cc: Hideko Cox

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TALLAHASSEE, FLORIDA

**Certificate of Conversion
for
Florida General Partnership
into
Florida Limited Liability Company**


This Certificate of Conversion and attached Articles of Organization are submitted to convert the Florida Dental Properties, a Florida general partnership, (the "Partnership") into a Florida Limited Liability Company in accordance with § 608.439 and § 620.8914, Florida Statutes.

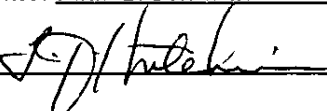
1. The name of the Partnership immediately prior to the filing of this Certificate of Conversion is Florida Dental Properties, a Florida general partnership. GP13-1700
2. The Partnership is a Florida general partnership, first organized, formed or incorporated under the laws of Florida on October 24, 1984.
3. The name of the Florida Limited Liability Company, as set forth in the attached Articles of Organization, is Florida Dental Properties, LLC.
4. The plan of conversion was approved by the converting Partnership in accordance with Chapter, 620, Florida Statutes, and as required by the governing law of the Florida Limited Liability Company.
5. The effective date is January 1, 2014.
6. The conversion is permitted by the applicable law governing the Partnership, and the conversion complies with such law and the requirements of § 608.439, Florida Statutes, in effecting the conversion.
7. The Partnership currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 10 day of December, 2013.

Signatures of Members of Limited Liability Company:

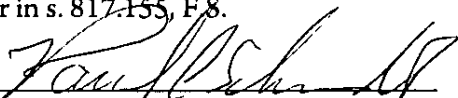
The undersigned Members affirm that the facts stated in this document are true, and are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

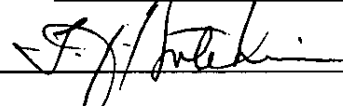
Signature: 
Printed Name: Paul C. Schmidt Title: member

Signature: 
Printed Name: L. J. Hutchinson Title: member

Signatures on behalf of Partnership:

The undersigned individuals affirm the facts stated in this document are true, and are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Signature: 
Printed Name: Paul C. Schmidt Title: general partner

Signature: 
Printed Name: L. J. Hutchinson Title: general partner

**Articles of Organization
of
Florida Dental Properties, LLC.**

**Article I
Name.**

The name of this limited liability company shall be Florida Dental Properties, LLC.

**Article II
Address**

The initial principal office and mailing address of the company shall be 2189 Cleveland Street, Suite 252, Clearwater, Florida 33765.

**Article III
Purpose**

This company is organized to engage in any activity of business permitted under the laws of the United States or of this State.

**Article IV
Term of Existence**

This company shall begin existence as of January 1, 2014, and shall exist perpetually unless dissolved according to law.

**Article V
Initial Registered Office and Agent**

The street address of the initial registered office of this company is 2189 Cleveland Street, Suite 252, Clearwater, Florida 33765, and the name of the initial registered agent of this company at that address is Paul C. Schmidt.

Article VI
Relationship of Articles of Organization
to Operating Agreement

If a provision of these Articles of Organization differs from a provision of the company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Article VII
Indemnification

The company shall indemnify any manager or member or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned members or authorized representatives of a member have executed these Articles of Organization and affirm under the penalties of perjury that the facts stated herein are true, this 10th day of December, A.D. 203.



L.J. HUTCHINSON



PAUL C. SCHMIDT

**Certificate of Designation of
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


The name of the limited liability company is Florida Dental Properties, LLC

The name and the Florida street address of the registered agent are:

Paul C. Schmidt
2189 Cleveland Street, Suite 252
Clearwater, Florida 33765

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TALLAHASSEE, FLORIDA

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.

By: 
PAUL C. SCHMIDT