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CERTIFICATE OF CONVERSION FOR LIMITED LIABILITY COMPANY INTO FLORIDA CORPORATION

This Certificate of Conversion and <u>attached Articles of Incorporation</u> are submitted to convert the following Florida Limited Liability Company into a Florida Profit Corporation in accordance with Sections 605.1041, et seq and 607.1115, Florida Statutes.

- 1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion is: My Care Finance, LLC.
- 2. The "Other Business Entity" is a <u>limited liability company</u> first organized, formed or incorporated under the laws of <u>Florida</u> on <u>February 19, 2015</u>.
- 3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated: Not Applicable
- 4. The name of the Florida Profit Corporation as set forth in the <u>attached Articles of Incorporation</u> is: <u>MyCare Finance, Inc.</u>
- 5. If not effective on the date of filing, enter the effective date: <u>Date of Filing</u> (Effective date cannot be prior to nor more than 90 days after the date of filing; <u>and</u> must be the same as the effective date listed in the attached Articles of Incorporation)

Signed this Huday of July, 2015.

Deborah Kelly, President and Director

ARTICLES OF INCORPORATION

(In compliance with Chapter 607 and/or Chapter 621, Florida Statutes)

ARTICLE I NAME

The name of the Corporation is "MYCARE FINANCE, INC."

ARTICLE II PRINCIPAL OFFICE

The address of the Principal Office of the Corporation is as follows:

3920 West Barcelona Street Tampa, FL 33629

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III MAILING ADDRESS

The mailing address of the Corporation is as follows:

3920 West Barcelona Street Tampa, FL 33629

ARTICLE IV PURPOSE

The Corporation is formed for the purpose of conducting any and all lawful business.

ARTICLE V TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of filing of the Articles of Conversion.

ARTICLE VI CAPITAL STOCK

1. <u>Authorized Stock</u>. The total authorized capital stock of the Corporation shall be as follows:

Class Number of Shares

Par Value

Class A Voting Common

100,000

\$0.01

Class B Non-Voting Common

100,000

\$0.01

2. <u>Voting Rights.</u> The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Class A Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

ARTICLE VII REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation and the initial Registered Agent at such address are as follows:

Brian M. Walsh, Esq., P.A. 790 N. Orange Avenue Orlando, Florida 32801

ARTICLE VIII BOARD OF DIRECTORS AND OFFICERS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name(s) and address(es) of the person(s) who are/is to serve as initial Director(s) and/or Officers until the first annual meeting of the shareholders of the corporation or until successor Directors and/or Officers are elected and shall qualify are as follows:

Deborah Kelly -3920 West Barcelona Street Tampa, FL 33629 President, Secretary and Treasurer

ARTICLE IX INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

Brian M. Walsh, Esq. 790 N. Orange Avenue Orlando, Florida 32801

ARTICLE X

RESTRAINT ON ALIENATION OF SHARES

No shareholder of the Corporation may sell or transfer stock in the Corporation except to a person who is eligible to be a shareholder of the Corporation, and in compliance with any applicable provisions of the Corporation=s bylaws or any shareholders agreement between and among the Corporation and its shareholders.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 7th day of July, 2015.

Brian M. Walsh, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 7th day of July, 2015.

Brian M. Walsh, Esq.., Registered Agent