

P940V6086789

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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06 DEC 29 AM 11:24

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

06 DEC 29 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 2006

FILED
06 DEC 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6816772 SO
Customer Reference 1: none given
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Doyen Medipharma, Inc. (FL)
Conversion
Florida

~~Doyen Medipharma, LLC (DE)~~
~~Registration~~
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

File
Second!

Sincerely,

A handwritten signature in black ink that reads "Ashley A. Mitchell". The signature is written in a cursive style with a large, stylized 'A' and 'M'.

Ashley A. Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

FILED
06 DEC 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is Doyen Medipharma, Inc.
2. The name of the "Other Business Entity" is Doyen Medipharma, LLC.
3. The "Other Business Entity" is a limited liability company organized, formed or incorporated under the laws of the State of Delaware.
4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity" in the State of Delaware
5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.
6. This conversion was effective under the laws governing the "Other Business Entity" on: December 27, 2006.
7. This conversion shall be effective in Florida on: December 29, 2006.
8. The "Other Business Entity's" principal office address is 625 McCue Road, Bay #20 Lakeland, Florida 33815.
9. The "Other Business Entity" is registered to transact business in Florida.
10. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 27th day of December 2006.

Signature: _____

William J. McLaughlin, President