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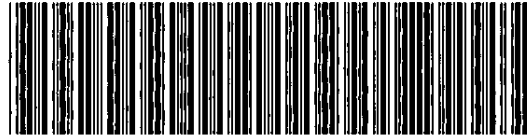
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
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APR 22 2014

J. BRYAN

**Gutiérrez Boulris Menocal
& Gianèse, PLLC**

ATTORNEYS AT LAW

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Mark J. Boulris
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Mark.Boulris@gbbpl.com

March 28, 2014

BY FEDEX

Charter Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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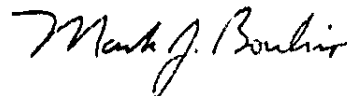
Re: 360 Health Systems, LLC (Doc. No. L13000070003) Conversion to 360 Health Systems, Inc.

Dear Sir or Madam:

Enclosed please find the Certificate of Conversion and Articles of Incorporation for the above-referenced conversion. Also enclosed is the entity's check payable to the Florida Department of State in the amount of \$113.75 in payment of the filing fee and the charge for a certificate of status.

Please inform me if you have any comments or questions regarding this matter.

Sincerely,



Mark J. Boulris
For the Firm

cc: 360 Health Systems, LLC
Jorge R. Gutierrez, Esq.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
360 HEALTH SYSTEMS, LLC, A FLORIDA LIMITED LIABILITY COMPANY
INTO
360 HEALTH SYSTEMS, LLC, A FLORIDA CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert 360 Health Systems, LLC, a Florida limited liability company (the "Other Business Entity") into 360 Health Systems, Inc., a Florida corporation (the "Corporation") in accordance with Section 607.1115, Florida Statutes.

1. The name of the Other Business Entity prior to the filing of this Certificate of Conversion is "360 HEALTH SYSTEMS, LLC." #L13000070003
2. The Other Business Entity is a limited liability company first organized, formed, or incorporated under the laws of the State of Florida on May 13, 2013.
3. The name of the Corporation as set forth in the attached Articles of Incorporation is "360 HEALTH SYSTEMS, INC."
4. Upon conversion of the Other Business Entity into the Corporation, each outstanding share of the Other Business Entity will be automatically converted into seven tenths (7/10) of one (1) share of common stock, \$0.01 par value, of the Corporation.
5. The conversion is permitted by the applicable law(s) governing the Other Business Entity and the conversion complies with such law(s) and the requirements of Section 607.1115, Florida Statutes, in effecting the conversion.
6. The Other Business Entity currently exists on the official records of the Secretary of State of the State of Florida.
7. The effective date of this filing is April 1, 2014.

Signed this 28th day of March 2014.

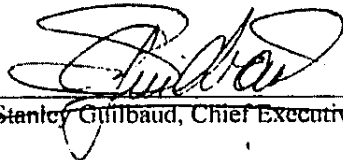
Required signature on behalf of the Corporation:

Required signature on behalf of the Other Business Entity:

360 HEALTH SYSTEMS, INC.

360 HEALTH SYSTEMS, LLC

By: 
Stanley Gnilbaud, Director

By: 
Stanley Gnilbaud, Chief Executive Officer

Each of the signatories to this document affirms that the facts stated herein are true, and that he is aware that false information in a document submitted to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

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**ARTICLES OF INCORPORATION
OF
360 HEALTH SYSTEMS, INC.**

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act (the "**FCBA**") does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is 360 Health Systems, Inc. (the "**Corporation**").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 6355 N.W. 36th Street, Suite 500, Virginia Gardens, Florida 33166. The mailing address of the Corporation is 100 Almeria Avenue, Suite 202, Coral Gables, Florida 33134. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE IV
NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any and all lawful business or activity permitted under the FCBA and the laws of the United States of America.

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares of all classes on capital stock which this Corporation shall have authority to issue is thirty-five million (35,000,000), consisting of (i) thirty million (30,000,000) shares of common stock, par value \$.01 per share (the "**Common Stock**"), and (ii) five million (5,000,000) shares of preferred stock, par value \$.01 per share (the "**Preferred Stock**"). The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

A. PROVISIONS RELATING TO THE PREFERRED STOCK:

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board of Directors to

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authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof and the following:

- (a) Whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (b) The number of shares to constitute the class or series and the designations thereof;
- (c) The preference and relative, participants optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which the terms and conditions upon which such shares shall be redeemable and the manner of redemption;
- (e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) The dividend rate, if any, whether any such dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when any such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of or upon any distribution of the assets of the Corporation;
- (h) Whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price, ratio or rate at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) Such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable and in the best interests of the Corporation.

The shares of each class or series of Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

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B. PROVISIONS RELATING TO THE COMMON STOCK:

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

C. GENERAL PROVISIONS:

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent of this Corporation are: Jorge R. Gutierrez, 100 Almeria Avenue, Suite 340, Coral Gables, Florida 33134.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator to the Articles of Incorporation are: Stanley Guilbaud, 6355 N.W. 36th Street, Suite 500, Virginia Gardens, Florida 33166.

**ARTICLE VIII
SHAREHOLDER MEETING**

The Corporation shall hold a special meeting of Shareholders only:

1. On call of the Board of Directors or persons authorized to do so by the

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Corporation's Bylaws; or

2. If the holders of not less than forty percent (40%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IX
BOARD OF DIRECTORS

The Corporation shall have no less than one (1) Director, and not more than five (5) Directors. The number of Directors may be altered from time to time in accordance with the Corporation's Bylaws. The member of the initial Board of Directors is Stanley Guilbaud.

ARTICLE X
BYLAWS

The Bylaws of the Corporation may be adopted, amended or rescinded from time to time, in whole or in part, by the Board of Directors and the Shareholders.

ARTICLE XI
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except: (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FCBA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended, No repeal or modification of this **Article XI** shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.


ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written

consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 28, 2014, to be effective on April 1, 2014.

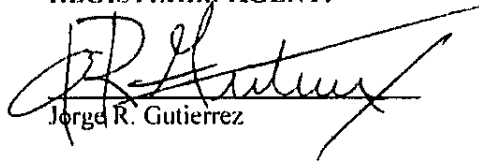
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Stanley Guilbaud, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:



Jorge R. Gutierrez

Dated: March 28, 2014

The effective date of this filing is April 1, 2014.