

167000050276

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MERGER OR SHARE EXCHANGE
Prestige Health Choice, L.L.C.

Certificate of Status	1
Certified Copy	1
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

FTH MERGER SUB, LLC.
a Florida limited liability company

with and into

PRESTIGE HEALTH CHOICE, L.L.C.,
a Florida limited liability company

October 1, 2015

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The following Articles of Merger (these "Articles of Merger") are submitted to merge the following Florida limited liability companies in accordance with Section 605.1025 of the Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction for the merging party (the "Merging Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FTH Merger Sub, LLC	Florida	Florida Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Prestige Health Choice, L.L.C.	Florida	Florida Limited Liability Company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026 of the Florida Statutes and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Florida Statutes, if any.

FOURTH: The Surviving Company exists before the merger and is a domestic filing entity. The Articles of Organization of the Surviving Corporation shall be amended and restated as of the effective date of the merger as set forth in, and pursuant to, the Amended and Restated Articles of Organization attached hereto as Exhibit A and incorporated herein by reference, to be filed with the Florida Department of State simultaneously with the filing of these Articles of Merger.

FIFTH: The Surviving Company agrees to pay to any members of the merging entities with appraisal rights, the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

SIXTH: The effective date and time of the merger shall be October 1, 2015 at 12:01 a.m. Eastern Standard Time.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the parties have executed these Articles of Merger of FTH Merger Sub, LLC with and into Prestige Health Choice, L.L.C. as of the date first set forth above.

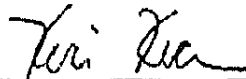
MERGING COMPANY:

FTH MERGER SUB, LLC.
a Florida limited liability company

By: 
Name: Dwight Chenette
Title: President

SURVIVING COMPANY:

PRESTIGE HEALTH CHOICE, L.L.C.,
a Florida limited liability company

By: 
Name: Kevin Kearns
Title: CEO and Authorized Representative

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EXHIBIT A
Amended and Restated Articles of Organization

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(see attached)

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
PRESTIGE HEALTH CHOICE, L.L.C.
(A Florida Limited Liability Company)**

The Articles of Organization for Prestige Health Choice, L.L.C. were filed on May 10, 2007 and assigned Florida document number L07000050276. Pursuant to the provisions of section 605.0202, Florida Statutes, this Florida Limited Liability Company adopts the following Amended and Restated Articles of Organization:

ARTICLE I — Name

The name of the Limited Liability Company is Prestige Health Choice, L.L.C. (the "Company").

ARTICLE II — Address

The mailing address and street address of the principal office of the Company is 11601 Kew Gardens Avenue, 200, Palm Beach Gardens, Florida 33410.

ARTICLE III — Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV — Registered Agent

The name and address of the registered agent of the Company is CT Corporation System, 1200 South Pine Island Road, Plantation Florida 33324.

ARTICLE V — Effective Date

The filing of these Amended and Restated Articles of Organization shall be effective on October 1, 2015 at 12:01 a.m. Eastern Standard Time.

ARTICLE VI — Indemnification

The Company shall indemnify and hold harmless its members and managers against any and all claims and demands pursuant to Fla. Stat. 605.0408.

ARTICLE VII — Amendment

These Amended and Restated Articles of Organization may be altered, amended or repealed in accordance with the Limited Liability Company Agreement of the Company in accordance with the Florida Revised Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, pursuant to laws of the State of Florida, has executed these Amended and Restated Articles of Organization as of October 1, 2015.



Dwight D. Chenette
Authorized Representative


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TALLAHASSEE, FLORIDA

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

PRESTIGE HEALTH CHOICE, L.L.C.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent as provided for in Chapter 605, Fla. Stat.

CT Corporation System

By: 
Name: Madonna Cuddihy
Title: Special Assistant Secretary

Dated: Sept. 28, 2015

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