

MAR. 8 2011 3:40PM
Division of Corporations

TRENAM KEMKER

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Florida Department of State
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*Amended And
Restated Art*

723-9-11

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TALLAHASSEE, FLORIDA

**SECOND AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
MATRIX HEALTHCARE SERVICES, INC.**

MATRIX HEALTHCARE SERVICES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Amended and Restated Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby, by and through the undersigned, its President, certify as follows:

1) This Second Amendment and Restatement of the Articles of Incorporation of the Corporation were approved and adopted by the stockholders of the Corporation on December 13, 2010, in accordance with Section 607.1003(6), Florida Statutes.

2) The amendments to the existing Amended and Restated Articles of Incorporation, as amended, being effected hereby and incorporated in the Second Amended and Restated Articles of Incorporation set forth below includes deleting all provisions of the existing Amend and Restated Articles of Incorporation, as amended, and substituting therefore the provisions noted below:

The following constitutes the Second Amended and Restated Articles of Incorporation of this Corporation as approved by the sole stockholder of the Corporation:

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MATRIX HEALTHCARE SERVICES, INC.**

Article I - Name of Corporation

The name of this corporation shall be: **MATRIX HEALTHCARE SERVICES, INC.**

Article II - Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

5706 Benjamin Center Drive, Suite 103
Tampa, Florida 33634

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Article III - Business and Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Article IV - Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be seventy Million (70,000,000) shares of stock, par value \$0.001 per share, in two separate classes, as follows: (i) thirty-five million (35,000,000) of common stock and (ii) thirty-five million [35,000,000] shares of common non-voting stock. Each share of common stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation; and the voting power of this corporation shall be entirely vested in its common stock. Except as otherwise required by law, shares of common non-voting stock shall have no voting rights. Aside from differing voting rights, shares of common stock and common non-voting stock shall be equivalent in all respects, including with respect to rights to dividends and liquidation proceeds. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

Article V - Existence of Corporation

This corporation shall have perpetual existence.

Article VI - Registered Office and Registered Agent

The registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the registered agent of this corporation at such office shall be Thomas W Cardy. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII- Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1), nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders holding common stock or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the

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act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation holding common stock may remove any director from office at any time with or without cause.

Article VIII - Bylaws

(a) The power to adopt the Bylaws of this corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any Bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new Bylaw in lieu thereof may be adopted by the stockholders holding common stock, and the stockholders holding common stock may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The Bylaws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

Article IX - Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

Article X - Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

The foregoing Amended and Restated Articles of Incorporation restate, integrate and amend, pursuant to the amendments herein, the provisions of this corporation's Articles of Incorporation as currently in effect; and there is no discrepancy between the provisions of this corporation's Articles of Incorporation, as amended hereby, and the provisions of these Amended and Restated Articles of Incorporation.

Upon the approval of this Amendment and Restatement of the Articles of Incorporation by the Department of State of the State of Florida and the payment of all fees required by the laws of the State of Florida, this corporation's original Articles of Incorporation, as amended hereby, shall be superseded and thenceforth, the Amended and Restated Articles of Incorporation as set forth herein shall be the Articles of Incorporation of this corporation.

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IN WITNESS WHEREOF, MATRIX HEALTHCARE SERVICES, INC. has caused this Amendment and Restatement of the Articles of Incorporation to be executed by its President on this 13th day of December, 2010.

By: 

STEVEN A. MACDONALD, President

MAR. 8. 2011 3:41PM

TRENAM KEMKER

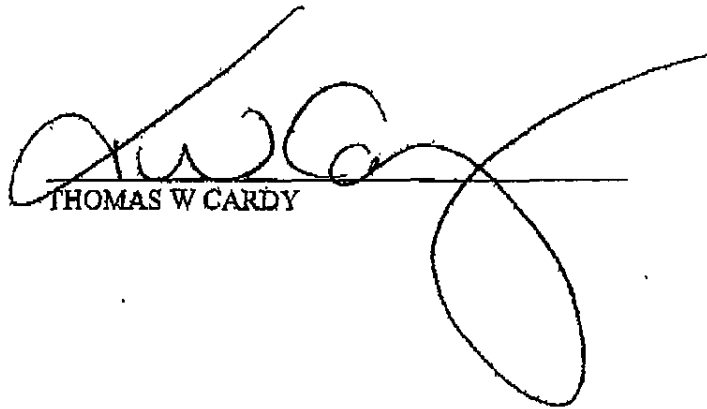
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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
MATRIX HEALTHCARE SERVICES, INC.**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Second Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 13th day of December, 2010.



THOMAS W CARDY