P04000156909

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 29 AM 9:27

Amend/cc aus
12/29/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SOLSTICE BENEFITS, INC.

DOCUMENT NUMBER: P04000156909

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID MEYERSON
Name of Contact Person

SOLSTICE BENEFITS, INC.
Firm/ Company

7901 SW 6TH COURT, SUITE 400
Address

PLANTATION, FLORIDA 33324
City/ State and Zip Code

FINANCE@SOLSTICEBENEFITS.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVID MEYERSON at (954) 370-1706
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ■ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2011

DAVID MEYERSON
SOLSTICE BENEFITS, INC.
7901 SW 6TH COURT - STE. 400
PLANTATION, FL 33324

SUBJECT: SOLSTICE BENEFITS, INC.
Ref. Number: P04000156909

We have received your document for SOLSTICE BENEFITS, INC. and your check(s) totaling $52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

ARTICLES OF INCORPORATION FOR THE ENTITY WAS FILED ON 11/24/2004. YOU CAN ENTITLE THE ATTACHED REFERENCE DOCUMENT AS AMENDED ARTICLES OR AMENDED AND RESTATED ARTICLES OF INCORPORATION WITHOUT THE BY-LAWS ATTACHED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 911A00028389

11 DEC 29 AM 9: 12
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

SOLSTICE BENEFITS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P04000156909

(Document Number of Corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_________________ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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DIVISION OF CORPORATIONS
11 DEC 29 AM 9:27

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _________________

____
(Florida street address)

New Registered Office Address: _________________, Florida _________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ___ Change X Add ___ Remove	D, CFO	CARLOS FERRERA	1101 NW 24TH STREET CORAL SPRINGS, FL 33065
2) ___ Change X Add ___ Remove	D	AUDIE M. ROLNICK, M.D.	3480 DERBY LANE WESTON, FL 33310
3) ___ Change X Add ___ Remove	D	AUDREY F. RUDEN	1215 PARK AVENUE NEW YORK CITY, NY 10028
4) ___ Change X Add ___ Remove	D	STUART MANN MEYERSON	341 WILLOW BROOK DRIVE MATTHEWS, NC 28105
5) ___ Change ___ Add ___ Remove			
6) ___ Change ___ Add ___ Remove			

E. **<u>If amending or adding additional Articles, enter change(s) here</u>:**
(attach additional sheets, if necessary). (Be specific)

Attached are the Amended and Restated Articles of Incorporation which have been approved by the Florida Office of Insurance Regulation to be filed with the State.

<u>If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:</u>
(if not applicable, indicate N/A)

APPROVED

NOV 15 2011

Docketed by: JB

ARTICLE OF INCORPORATION
OF
SOLSTICE BENEFITS, INC.

Incompliance with Chapter 607, Chapter 621, and Chapter 628 of the Florida Statutes

I. Name of the Corporation

Solstice Benefits, Inc.

II. Duration of Corporate Existence

Perpetual

III. Purpose

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporation may be organized under the Florida Business Corporations Act of the State of Florida.

IV. Insurance to be Transacted

The insurance to be transacted is Accident and Health Insurance under Chapter 624 of the Florida Statutes.

V. Amount of Capital Stock

The total number of shares of all classes of stock that the corporation is authorized to issue is 35,000 shares, of which 30,000 shall be one dollar ($1.00) par value common stock (the "Common Stock") and 5,000 shall be one dollar ($1.00) par value preferred stock (the "Preferred Stock").

1. Common Stock. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding is 30,000 shares at one dollar ($1.00) par value, of which 5,000 shares have been issued. The Common Stock shall be issuable from time to time in one or more series as specified in Chapter 607 of the Corporations Statutes of the State of Florida (or in such other manner as permitted by law), as determined from time to time by the Board of Directors and stated in resolution(s) providing for the issuance of such series of Common Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated by some distinguishing letter, number or title. The Board of Directors is hereby expressly granted the authority to fix the authorized number of

shares of each series of Common Stock, and to fix the terms of such series, including but not limited to, the following:

a. the rate or manner of payment of dividends;
b. whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
c. the amount payable upon shares in the event of voluntary or involuntary liquidation;
d. sinking fund provisions, if any, for the redemption or purchase of shares;
e. the terms and conditions, if any, on whether shares can be converted;
f. voting rights, if any; and,
g. the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The designation of each particular series of Common Stock and it terms in respect of the forgoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution(s) providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Common Stock already created by providing that any unissued Common Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Common Stock already created by providing that any unissued shares previously designated assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Common Stock by fixing or altering the terms thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before issuance of such shares.

2. Preferred Stock. The maximum number of shares of Preferred Stock that the Corporation is authorized to have outstanding is 5,000 shares at one dollar ($1.00) par value, of which 620.684 shares have been issued. The Preferred Stock shall be issuable from time to time in one or more series as specified in Chapter 607 of the Corporations Statutes of the State of Florida (or in such other manner as permitted

by law), as determined from time to time by the Board of Directors and stated in resolution(s) providing for the issuance of such series of Preferred Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated by some distinguishing letter, number or title. The Board of Directors is hereby expressly granted the authority to fix the authorized number of shares of each series of Preferred Stock, and to fix the terms of such series, including but not limited to, the following:

a. the rate or manner of payment of dividends;
b. whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
c. the amount payable upon shares in the event of voluntary or involuntary liquidation;
d. sinking fund provisions, if any, for the redemption or purchase of shares;
e. the terms and conditions, if any, on whether shares can be converted;
f. voting rights, if any; and,
g. the relative or special rights, if any, and the preferences, limitations, qualifications or restrictions thereof, of the shares of such series.

The designation of each particular series of Preferred Stock and it terms in respect of the forgoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution(s) providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Preferred Stock already created by providing that any unissued Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously designated assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Preferred Stock by fixing or altering the terms thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before issuance of such shares.

VI. Number of Directors

The Board of Directors shall consist of not less than five (5) directors, who shall constitute the board of directors and conduct the affairs of the corporation. Each director must be a natural person at least 18 years of age. The majority of the directors shall be citizens and residents of the United States.

VII. Location of Principal Office

County of Broward, State of Florida

VIII. Names and Addresses of Directors

- Michael D. Flax, D.D.S
  Director, President, and Treasurer
  2499 Banyan Road
  Boca Raton, Florida 33432
  US Citizen

- Carlos Ferrera
  Director, Secretary, COO, and CFO
  1101 NW 24th Street
  Coral Springs, Florida 33065
  US Citizen

- Audie M. Rolnick, M.D.
  Director
  3480 Derby Lane
  Weston, Florida 33310
  US Citizen

- Audrey F. Ruden
  Director
  1215 Park Avenue
  New York, NY 10028
  US Citizen

- Stuart Mann Meyerson
  Director
  341 Willow Brook Drive
  Matthews, North Carolina 28105
  US Citizen

The following Director acknowledges execution of the Articles of Incorporation before the Chief Operating Officer of the corporation.

Director Authorizations:

Michael D. Flax

11/13/11

Date

Acknowledge by the
Chief Operation Officer
of Solstice Benefits, Inc.:

Carlos Ferrera

The date of each amendment(s) adoption: 11/03/2011

Effective date if applicable: ______________________

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

■ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by ______________________."

(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/28/2011

Signature ______________________

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

MICHAEL D. FLAX

(Typed or printed name of person signing)

PRESIDENT AND SOLE SHAREHOLDER/DIRECTOR

(Title of person signing)