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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Financial Health USA, Inc.

Certificate of Status	1
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Florida Dept of State



March 24, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations
(Second Attempt)

HEIDI BRABB

SUBJECT: FINANCIAL HEALTH USA, INC.
REF: H08000014689

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

The article numbers must be listed in sequence.

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

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Robert A Brown FAX Aud. #: H08000070580
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P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
Financial Health USA, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a Corporation for the purposes herein stated, under and pursuant to the provisions of General Corporation Law of the State of Florida, hereby certifies as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Financial Health USA, Inc. Whose principal office address is: 1354 Beacon Cir Wellington, FL 33414

**ARTICLE II
INITIAL OFFICE AND AGENT**

The address of this Corporation's initial registered office and the name of its original registered agent whose Affidavit of Acceptance of Appointment is attached hereto, at such address are:

Frances Kuntz
1354 Beacon Cir Wellington, FL 33414

**ARTICLE III
PURPOSES**

The purpose of the Corporation is to engage in any and all lawful acts or activities for which a corporation may be organized under the General Corporation Laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of the common stock with par value of \$.01 per share.

**ARTICLE V
CORPORATION BY-LAWS**

The Board of Directors is authorized and empowered to make, alter, amend, and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

ARTICLE VI LIABILITY OF DIRECTORS

Pursuant to the General Corporation Laws of the State of Florida, any and all directors of this Corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated

ARTICLE VII INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of each person serving as a member of the initial Board of Directors are:

Frances Kuntz,
1354 Beacon Cir Wellington, FL 33414

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Frances Kuntz, 1354 Beacon Cir Wellington, FL 33414

ARTICLE IX COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence March 25, 2008 and shall be perpetual.

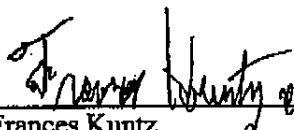
ARTICLE X PRE-EMPTIVE RIGHTS

Every shareholder upon the sale of cash of any new stock of this corporation of the same kind or class of service as that which already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Executed at Palm Beach County, Florida this 19th day of March, 2008.

A handwritten signature in black ink, appearing to read "Frances Kuntz", is written over a horizontal line.

Frances Kuntz
INCORPORATOR

REGISTERED AGENT

I, Frances Kuntz, of 1354 Beacon Cir Wellington, FL 33414, accept appointment as registered agent for and on behalf of Palm Beach Ventures, Inc., Corporation and agree to act in such capacity.



Frances Kuntz, Registered Agent

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