

P09000036568

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COR AMND/RESTATE/CORRECT OR O/D RESIGN**RECOVER HEALTH, INC.**

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EXAMINER

RECEIVED
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RECOVER HEALTH, INC.**

The Articles of Incorporation of Recover Health, Inc., originally filed April 24, 2009, (document no. P09000036568), are amended and restated in their entirety, as follows:

**Article I
Name**

The name of the corporation is Recover Health, Inc.

**Article II
Principal Office**

The mailing address and the street address of the corporation's initial principal office is 6800 France Avenue South, Suite 500, Minneapolis, Minnesota 55435.

**Article III
Authorized Capital**

The aggregate number of shares that the corporation is authorized to issue is 1,000,000 shares, no par value. The board of directors shall have the authority to establish one or more classes and series and to fix the relative rights and preferences of any such class or series. Unless otherwise designated by the board of directors, all issued shares shall be deemed common shares.

**Article IV
Preemptive Right Prohibition**

Shareholders shall have no rights, preemptive or otherwise, under Section 607.0630 of the Florida Business Corporation Act (or similar provisions of future law) to acquire any part of any unissued shares or other securities of the corporation or any rights to purchase shares or other securities of the corporation before the corporation may offer them to other persons.

**Article V
Registered Office**

The mailing address and the street address of the corporation's initial principal office is 8211 W. Broward Boulevard, Suite PH4, Fort Lauderdale, Florida 33324. The corporation's registered agent at that office is Daniel J. Koleos.

Article VI
Cumulative Voting Prohibition

Shareholders shall have no rights of cumulative voting.

Article VII
Limitation of Director Liability

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither the amendment, modification nor repeal of this Article, nor the adoption of any provision in these articles of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

Article VIII
Directors' Action by Written Consent

Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action shall be effective if signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting at which all directors were present.

Article IX
Shareholder Action by Written Consent

Any action required or permitted to be taken at a meeting of the shareholders may be taken by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present, but in no event may written action be taken by holders of less than a majority of the voting power of all shares entitled to vote on that action. If an action is taken without shareholders' unanimous written consent, the corporation must notify all shareholders within ten days of the effective time of the action of the text and effective time of the action.

Article X
Appraisal Rights Prohibition

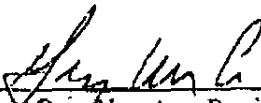
To the fullest extent provided by the Florida Business Corporation Act (or similar provisions of future law), a shareholder shall have no right to dissent from or obtain payment for the fair value of the shareholder's shares in the event of an amendment of the articles of incorporation that materially and adversely affects the rights or preferences of the shares of the dissenting shareholder in that it: (1) alters or abolishes a preferential right of the shares, (2) creates, alters or abolishes a right in respect of the redemption of the shares, including a provision respecting a sinking fund for the redemption or repurchase of the shares, (3) alters or abolishes a preemptive right of the holder of the shares to acquire shares, securities other than shares, or rights to purchase shares or securities other than shares, (4) excludes or limits the right of a shareholder to vote on a matter or to cumulate votes, or (5) eliminates the right to obtain payment.

Article XI
Indemnification

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, the corporation shall indemnify its officers, directors, employees and agents.

IN WITNESS WHEREOF, the undersigned, being the President of Recover Health, Inc., does hereby certify that the foregoing Amended and Restated Articles of Incorporation have been duly adopted in their entirety by the corporation's board of directors under and in accordance with the provisions of Chapter 607 of the Florida Statutes, do not require shareholder approval, and supersede the existing Articles of Incorporation of this corporation. The Amended and Restated Articles of Incorporation are to be effective as of the date of their filing by the Florida Department of State.

Recover Health, Inc.

By: 
Greg Von Arx, President