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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : PERLMAN YEVOLI AND ALBRIGHT PL
Account Number : I20040000167
Phone : (954) 566-7117
Fax Number : (954) 566-7115

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DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

MedWell, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
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TALLAHASSEE, FLORIDA

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Corporate Filing Menu

**ARTICLES OF INCORPORATION
OF
MEDWELL, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MedWell Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

200 South Andrews Avenue, Ste 600
Ft. Lauderdale, Florida 33301

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 South Andrews Avenue, Suite 600, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is Perlman, Yevoli & Albright, P.L.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director(s) to hold office until the first annual meeting of shareholders and (his/her/their) successors shall have been duly elected and qualified, or until (his/her/their) earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name(s) and address(es) of the initial director(s) of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Marc Kleiner | 200 South Andrews Avenue, Suite 600, Ft. Lauderdale, FL 33301 |

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name

Marc D. Kleiner, Esq.

Address

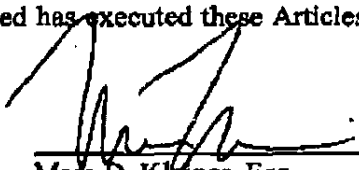
200 South Andrews Avenue,
Suite 600,
Ft. Lauderdale, FL 33301\

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of August, 2009.



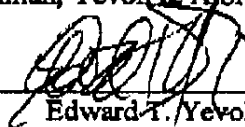
Marc D. Kleiner, Esq.
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent *on behalf of Perlman, Yevoli & Albright, P.L.*, 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 and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes.

Perlman, Yevoli & Albright, P.L.

Dated: 8/21/09

By: 
Edward T. Yevoli, Vice President
Initial Registered Agent

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