

To: The Florida Department of State
Subject: 000409.123846

From: Ashley Smith

Wednesday, April 28, 2010 8:50 AM Page: 1 of 4

Division of Corporations

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Florida Department of State
Division of Corporations
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Phone : (850) 222-1173
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FLORIDA PROFIT/NON PROFIT CORPORATION
BETTER HEALTH MANAGEMENT, INC.

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**ARTICLES OF INCORPORATION
OF
BETTER HEALTH MANAGEMENT, INC.**

ARTICLE I

The name of the corporation is BETTER HEALTH MANAGEMENT, INC. (hereinafter the "Corporation").

ARTICLE II

The address of the principal office of the Corporation is 2121 Ponce de Leon Boulevard, Suite 500, Coral Gables, Florida 33134 and the mailing address of the Corporation is 2121 Ponce de Leon Boulevard, Suite 500, Coral Gables, Florida 33134.

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time-to-time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three and the names and addresses of the members of the initial Board of Directors who will serve as the Corporation's directors until their successors are duly elected and qualified are:

Jorge L. Rico
2121 Ponce de Leon Boulevard
Suite 500
Coral Gables, FL 33134

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Peter L. Jimenez
2121 Ponce de Leon Boulevard
Suite 500
Coral Gables, FL 33134

Marcio C. Cabrera
2121 Ponce de Leon Boulevard
Suite 500
Coral Gables, FL 33134

ARTICLE VII

The name of the Incorporator is Marisa Rodriguez, Atty. at Law and the address of the Incorporator is One SE Third Avenue, 25th Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27 day of April, 2010.



Marisa Rodriguez, Incorporator

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CERTIFICATE OF
ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of BETTER HEALTH MANAGEMENT, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28 day of April, 2010.

CorpDirect Agents, Inc.
Registered Agent

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

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TALLAHASSEE, FLORIDA

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