

# P11000073967

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PATIENT HEALTHCARE SOLUTIONS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 APR 10 AM 9:55

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April 9, 2012

FLORIDA DEPARTMENT OF STATE

PATIENT HEALTHCARE SOLUTIONS, INC.  
15511 NORTH FLORIDA AVENUE  
SUITE D  
TAMPA, FL 33613

SUBJECT: PATIENT HEALTHCARE SOLUTIONS, INC.  
REF: P11000073967

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

The date of adoption of each amendment must be included in the document.

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) 245-6050.

Carol Mustain  
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**PATIENT HEALTHCARE SOLUTIONS, INC.**

FILED  
2012 APR 10 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of Patient Healthcare Solutions, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on August 18, 2011, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors and approved by shareholders of the Corporation holding a sufficient number of votes to approve the same, as follows:

**ARTICLE I  
NAME**

The name of the corporation is Patient Healthcare Solutions, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 15511 North Florida Avenue, Suite D, Tampa, FL 33613.

**ARTICLE III  
CORPORATE PURPOSE**

This Corporation is organized for the purpose of engaging in the business of selling and servicing insurance products, and for transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is Four Hundred Million (400,000,000) shares, consisting of (i) Three Hundred Million (300,000,000) shares of common stock, \$0.01 par value per share (the "Common Stock"), and (ii) One Hundred Million (100,000,000) shares of preferred stock, \$0.01 par value per share (the "Preferred Stock").

Common Stock

A. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock, if any.

B. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or any agreement to which the Corporation and its shareholders may be party, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

C. Dividends. Except as qualified by the rights of the holders of the Preferred Stock, if any, or any agreement to which the Corporation and its shareholders may be party, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the board of directors (the "Board") of the Corporation may determine in its sole discretion.

D. Liquidation. Except as qualified by the rights of the holders of the Preferred Stock, if any, or any agreement to which the Corporation and its shareholders may be party, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock, if any, are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

#### Preferred Stock

AA. The Preferred Stock is subject to issuance by the Board of the Corporation in one or more series and classes by the filing of a certificate pursuant to the FBCA. Except as expressly limited by the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board with respect to each series or class of Preferred Stock shall include, but not be limited to, determination of the following:

(i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(ii) The number of shares constituting that series or class and the distinctive designation of that series;

(iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;

(iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and

(viii) Any other relative rights, preferences and limitations of that series or class as determined by the Board.

**ARTICLE V**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors, and the shareholders of the Corporation, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders of the Corporation if the shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 15511 North Florida Avenue, Suite D, Tampa, FL 33613. The name of the Corporation's registered agent at that office is Alan J. Iezzi, M.D.

**ARTICLE VII**  
**LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

**ARTICLE IX**  
**INITIAL OFFICERS AND DIRECTORS**

The initial officers and directors of the Corporation are:

Alan J. Iezzi, M.D., Chairman of the Board of Directors and Chief Executive Officer.

George Connley, President.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation have been executed by the Chief Executive Officer of the Corporation on April 3, 2012, and affirm that the statements made herein are true under the penalties of perjury.

PATIENT HEALTHCARE SOLUTIONS, INC.

Date of Adoption: April 3, 2012

By: 

Alan J. Iezzi, M.D., Chief Executive Officer