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FORM NO.

01

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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FLORIDA PROFIT/NON PROFIT CORPORATION
PREMIER HEALTH & WELLNESS, INC.

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January 5, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILINGS, INC.

SUBJECT: PREMIER HEALTH & WELLNESS, INC.
REF: W12000000700

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.

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P. 02

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ARTICLES OF INCORPORATION

OF

PREMIER HEALTH & WELLNESS, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the Corporation is: PREMIER HEALTH & WELLNESS, INC.
(hereinafter, "Corporation").

ARTICLE 2 - NATURE OF BUSINESS

This Corporation shall engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to health care and social assistance.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of the Corporation is: 2042 SW Racquet Club Drive, Palm City, FL 34990.

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ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Bruce Kammerman
2042 SW Racquet Club Drive
Palm City, FL 34990

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TALLAHASSEE, FLORIDA

ARTICLE 5 - CAPITALIZATION

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized at any time to issue and have outstanding is seven thousand five hundred (7,500) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

ARTICLE 6 - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE 7 - OFFICERS

The officer(s) of this corporation shall be:

| | |
|------------|-----------------|
| President: | Bruce Kammerman |
| Secretary: | Bruce Kammerman |
| Treasurer: | Bruce Kammerman |

whose address(es) shall be the same as the principal office of this Corporation.

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ARTICLE 8 - DIRECTORS

The initial Board of Directors shall consist of one (1) Member. The name(s) of the person(s) who will serve on the initial Board of Directors is:

Bruce Kammerman

whose address shall be the same as the principal office of this Corporation.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation is: 2042 SW Racquet Club Drive, Palm City, FL 34990. The registered agent of this Corporation is Bruce Kammerman.

ARTICLE 10 - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE 11 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

The shares or stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders and the transferability of said shares of stock. A copy of the Shareholders' Restrictive Agreement (if any) is on file at the offices of the Corporation.

ARTICLE 12 - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

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ARTICLE 13 - EFFECTIVE DATE


These Articles of Incorporation are to be effective, January 2, 2012, upon filing by the Secretary of State of the State of Florida.

IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, and acknowledged these foregoing Articles of Incorporation under the laws of the State of Florida, this December 20, 2011.


Bruce Kammerman, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, Bruce Kammerman, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Bruce Kammerman, Registered Agent
Date: 12/20/11

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