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Division of Corporations

BLALOCK WALTERS

001/004

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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
BE HEALTHY, INC.

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**ARTICLES OF INCORPORATION  
OF**

**BeHealthy America, Inc.**

The undersigned Incorporator subscribing to these Articles of Incorporation (Article 1), being competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of this corporation shall be: BeHealthy America, Inc. (the "Corporation") and its initial mailing address shall be: 802 11<sup>th</sup> Street West, Bradenton, Florida 34205. The initial address of the Corporation's principal office shall be: 802 11th Street West, Bradenton, Florida 34205.

**ARTICLE II  
PURPOSE**

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of the Florida. This Corporation shall have all powers given corporations under the Laws of the State of Florida.

**ARTICLE III  
AUTHORIZED SHARES**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Hundred Million (100,000,000) shares of Common Stock at no par value and Ten Million (10,000,000) shares of Series A Preferred Stock at no par value. All of the authorized stock of this Corporation shall be fully paid and non-assessable upon issuance and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor, or services, at a just valuation to be fixed by the Board of Directors of this Corporation.

Each holder of record of shares of Common Stock shall have full voting rights and shall be entitled to one (1) vote per share, shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such as a manner as provided in the Bylaws of this Corporation or otherwise as provided by law. The holders of record of Series A Preferred Stock shall not have any voting rights except as required by law.

The holders of Common Stock and Series A Preferred Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors. Such dividends shall be payable to the holders of Common Stock and Series A Preferred Stock in proportion to each holder's ownership interest in the Corporation. If dividends are paid in shares of stock, the stock distributed to the holders of Common Stock shall be in the form of Common Stock and the stock

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distributed to the holders of Series A Preferred Stock shall be in the form of Series A Preferred Stock.

Upon the liquidation, voluntary or involuntary dissolution or winding up of the Corporation, the holders of record of the outstanding shares of Series A Preferred Stock shall be entitled to receive the amount that each owner of record paid to the Corporation for such Series A Preferred Stock ("Preferred Distribution"). If the assets of the Corporation shall not be sufficient to pay to all holders of Series A Preferred Stock the Preferred Distribution, then the holders of record of Series A Preferred Stock shall be entitled to share in the assets of the Corporation proportionally in accordance with the number of shares of Series A Preferred Stock owned by each holder of record.

In the event of a liquidation, voluntary or involuntary dissolution or winding up the of the Corporation, no payment shall be made to the holders of Common Stock of the Corporation unless the holders of record of shares of Series A Preferred Stock shall have been paid the Preferred Distribution. After payment of the Preferred Distribution, any remaining assets of the Corporation shall be distributed to the holders of Common Stock and the holders of Series A Preferred Stock in proportion to each holder's ownership interest in the Corporation.

#### **ARTICLE IV EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE V REGISTERED AGENT**

The name of the initial Registered Agent is Blalock Walters, P.A., and the street address of the initial registered office of this Corporation is 802 11th Street West, Bradenton, Florida 34205-7734. The Board of Directors may from time to time move the registered office to any other address in Florida.

#### **ARTICLE VI INCORPORATOR**

The name and address of the Incorporator of this Corporation is: Jonathan D. Fleece, 802 11th Street West, Bradenton, Florida 34205-7734.

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

The name and address of the initial member of the Board of Directors is:

Jonathan D. Fleece  
802 11<sup>th</sup> Street West  
Bradenton, Florida 34205-7734

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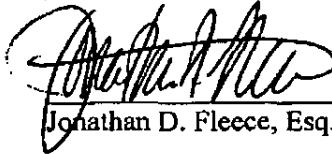
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**ARTICLE VIII  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE IX  
INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.



Jonathan D. Fleece, Esq., Incorporator

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby 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 is familiar with and accept the obligations of the position as registered agent.

BLALOCK WALTERS, P.A., a Florida professional corporation

By: 

Melanie Luten, Vice President