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ALLIANCE, FLORIDA

And/Postate

OCT 2 2014

R. WHITE



September 23, 2014

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation for Sunflower Health Services, Inc.; Articles of Organization for Sunflower Medical and Wellness Consulting, LLC; and Articles of Organization for Sunflower Concierge Medical Services, LLC.

Dear Sir/Madam:

Enclosed please find the following:

1. the original signed amended and restated articles of incorporation for Sunflower Health Services, Inc. and a check in the amount of \$35.00, to cover the filing fee;
2. the original signed articles of organization for Sunflower Medical and Wellness Consulting, LLC, and a check in the amount of \$125.00, to cover the filing fee; and
3. the original signed articles of organization for Sunflower Concierge Medical Services, LLC, and a check in the amount of \$125.00, to cover the filing fee.

Please file the above documents and send notification of same to 220 N. Rosalind Ave., First Floor, Orlando, FL 32801.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Jean P. Alexander'.

for Edward R. Alexander, Jr.

Enclosures

FILED

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNFLOWER HEALTH SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNFLOWER HEALTH SERVICES, INC., a Florida corporation (the "**Company**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to §§607.0821, 607.1005 and 607.1007(2), Florida Statutes, on September 19, 2014, the members of the Board of Directors and all of the shareholders of the Company unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Company, amending and restating the Company's Articles of Incorporation of September 12, 2014.

ARTICLE I. Name

The name of this Company shall be:

SUNFLOWER HEALTH SERVICES, INC.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Company is 948 W. Wickham Rd., Suite 101, W. Melbourne, FL 32904.

ARTICLE III. Business and Activities

This Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Company is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. Capital Stock

Section 1. Common Stock. The maximum number of shares of capital stock that this Company is authorized to issue and have outstanding at any one time is nine million (9,000,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 2. Preferred Stock. The Corporation is authorized to issue one class of preferred stock, to be designated Preferred Stock (the "**Preferred Stock**"). The maximum number of shares of Preferred Stock that this Corporation is authorized to issue and have outstanding at any one time is three million nine hundred thousand (3,900,000) shares. The Preferred Stock shall have a par value of \$0.0001 per share. The Preferred Stock may be designated in one or more series and shall have such rights, preferences, privileges and restrictions, in whole or in part, as the Board of

Directors may establish, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 3. Voting. The holders of the Common Stock of the Company shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 4. Dividends. The holders of the Common Stock of the Company shall be entitled to receive pro rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 5. Liquidation. Upon the occurrence of a Liquidating Event (as defined below) the holders of the Common Stock of the Company shall be entitled to receive pro rata, the net proceeds of the Liquidating Event, after payment of the debts and obligations of the Company and the establishment of reserves for the contingent obligations of the Company. "**Liquidating Event**" means: (A) the consolidation or merger of the Company into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Company for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Company in a different jurisdiction) in which the stockholders of the Company immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Company, or (C) the sale, lease, license, transfer or other disposition by the Company of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Company.

Section 6. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Company shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Company is 948 W. Wickham Rd., Suite 101, W. Melbourne, FL 32904 and the name of the initial registered agent of this Company at that address is Geetha Priyanka.

ARTICLE VII. Directors

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Company, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Company in any other capacity and receiving compensation therefor.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Company, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Company at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Amendment to Articles

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

ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X. Shareholders' Agreements

The Shareholders of the voting stock of the Company may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Company, provide for direct Shareholder management of the business and affairs of the Company, treat the Company as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Company by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Company and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Company Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation

referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XI. Affiliated Transactions

This Company expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were unanimously approved by the shareholders of the Company.

3. The members of the Board of Directors of the Company approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 19th day of September, 2014.



Geetha Priyanka, President