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To:

Division of Corporations  
Fax Number : (950) 617-6381

From:

Account Name : HAILE, SHAW & PFAFFENBERGER, P.A.  
Account Number : 076326003550  
Phone : (561) 627-8100  
Fax Number : (561) 622-7603

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: psocias@southfloridapbs.org

FLORIDA PROFIT/NON PROFIT CORPORATION  
HEALTH CHANNEL HOLDINGS, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FL

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FAN: H18000344476 3

**ARTICLES OF INCORPORATION  
OF  
HEALTH CHANNEL HOLDINGS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be HEALTH CHANNEL HOLDINGS, INC.

**ARTICLE II. ADDRESS**

The principal place of business of the corporation is:

14901 NE 20<sup>th</sup> Avenue  
Miami, Florida 33181-1121

The mailing address of the corporation is:

P.O. Box 610002  
Miami, Florida 33261-0002

**ARTICLE III. TERM OF EXISTENCE**

The effective date of these Articles of Incorporation is January 1, 2019. This corporation is to exist perpetually.

**ARTICLE IV. PURPOSE**

This corporation may 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.

**ARTICLE V. CAPITAL STOCK**

The total number of shares of all classes, which the Corporation is authorized to issue, is 1,500,000 shares ("Shares"), consisting of:

1. 1,000,000 shares of common stock, no par value per share (the "Common Stock"); and

FAN: H18000344476 3

FAN: H18000344476 3

2. 500,000 shares of preferred stock, no par value per share ("Preferred Stock"), as designated in Section A below.

3. Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the Shares of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued Shares.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid Shares, and the holder of such Shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of Shares of the Corporation shall be as hereafter provided in this Article V.

A. PREFERRED STOCK.

1. General. Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Corporation's Board of Directors may determine. Each such series of Preferred Stock shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

2. Designation, Voting Powers, Preferences, etc. Authorized and unissued shares of Preferred Stock may be issued with such designations, voting powers (or no voting powers), preferences and relative, participating, optional or other special rights, and qualifications, limitations and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of any series of Preferred Stock, including, but not limited to: (i) the distinctive designation of each series and the number of shares that will constitute such series; (ii) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple or fractional votes per share; (iii) the dividend rate on the shares of such series, any restriction, limitation, or condition upon the payment of such dividends, whether dividends shall be cumulative, and the dates on which dividends are payable; (iv) the prices at which, and the terms and conditions on which, the shares of such series may be redeemed, if such shares are redeemable; (v) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (vi) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; (vii) the prices or rates of conversion at which, and the terms and conditions on which, the shares are convertible; and (viii) such other preferences, powers, qualifications, rights and privileges, all as the Board of Directors may deem advisable and as are not inconsistent with law and the provisions of this Articles of Incorporation.

B. COMMON STOCK.

FAN: H18000344476 3

FAN: H18000344476 3

1. General. The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of Preferred Stock as specified herein and any other class of the Corporation's capital stock or other equity securities that may hereafter be issued and outstanding having rights upon the occurrence of a liquidation, dissolution or winding up of the Corporation (a "Liquidation") senior to or *pari passu* with the rights of holders of Common Stock.

2. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding shares of Preferred Stock, and any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.

4. Liquidation. Upon the occurrence of a Liquidation, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to the rights and preferences of any then outstanding shares of Preferred Stock and any other classes or series of the Corporation's capital stock that are issued and outstanding having rights upon the occurrence of a Liquidation senior to or *pari passu* with the rights of holders of Common Stock.

#### ARTICLE VI. DIRECTORS

##### Name and Address

Michele Kessler  
P.O. Box 610002  
Miami, Florida 33261-0002

Laurie Silvers  
P.O. Box 610002  
Miami, Florida 33261-0002

Peter L. Bermont  
P.O. Box 610002  
Miami, Florida 33261-0002

FAN: H18000344476 3

FAN: H18000344476 3

ARTICLE VII. REGISTERED AGENT

The name and Florida street address of the registered agent is:

Haile, Shaw & Pfaffenberger, P.A.  
660 U.S. Highway One – Third Floor  
North Palm Beach, FL 33408

ARTICLE VIII. INCORPORATOR

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

Haile, Shaw & Pfaffenberger, P.A.  
660 U.S. Highway One – Third Floor  
North Palm Beach, FL 33408

ARTICLE IX. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law 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, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of

FAN: H18000344476 3

FAN: H18000344476 3

such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE X. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

#### ARTICLE XII. MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

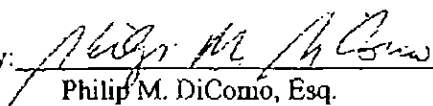
D. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

FAN: H18000344476 3

FAN: H18000344476 3

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

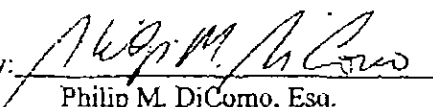
HAILE, SHAW & PFAFFENBERGER, P.A.

By:   
Philip M. DiComo, Esq.

Date: December 5, 2018

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.*

HAILE, SHAW & PFAFFENBERGER, P.A.

By:   
Philip M. DiComo, Esq.

Date: December 5, 2018

FAN: H18000344476 3