

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
FAX 904-222-0391

800-342-8086



**P4500028489**

ACCOUNT NO. : 07210 00032

REFERENCE : 575301 132254A

AUTHORIZATION :

COST LIMIT : \* PREPAID

ORDER DATE : April 11, 1995

ORDER TIME : 9:44 AM

ORDER NO. : 575301

CUSTOMER NO: 132254A

500001452865  
-04/11/95--01036--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Susan W. Carlson, Esq  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: BETTER HEALTH NETWORK, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: T. BROWN APR 11 1995

RECEIVED  
57 APR 11 PM 10:21  
DIVISION OF CORPORATION  
FILED  
95 APR 11 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BETTER HEALTH NETWORK, INC.**

FILED  
95 APR 11 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is BETTER HEALTH NETWORK, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of this corporation and the mailing address of this corporation is 3275 66th Street North, Suite 10, St. Petersburg, Florida 33710.

**ARTICLE III**

**DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Department of State of Florida.

**ARTICLE IV**

**PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE V**

**CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

## ARTICLE VI

### REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Philip J. Powell, 3275 66th Street North, Suite 10, St. Petersburg, Florida 33710.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Philip J. Powell	3275 66th Street North Suite 10 St. Petersburg, Florida 33710

## ARTICLE VIII

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation are SUSAN W. CARLSON, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

## ARTICLE IX

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE X**

##### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

#### **ARTICLE XI**

##### **STOCK TRANSFER AGREEMENTS**

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary

may be voted, in person or by proxy, and without proof of authority.

#### ARTICLE XII

##### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

#### ARTICLE XIII

##### CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIV

##### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

4. Shares sold otherwise than for money.

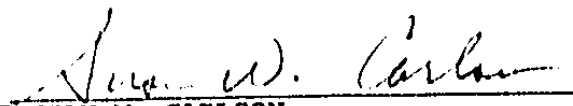
This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE IV

##### LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned executes these Articles of  
Incorporation this 10<sup>th</sup> day of April, 1995.

  
\_\_\_\_\_  
SUSAN W. CARLSON  
INCORPORATOR

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept appointment as registered agent. I agree to  
comply with the provisions of all statutes relative to the proper  
and complete performance of my duties and am familiar with and  
accept the obligations of §607.0505, Florida Statutes.

  
\_\_\_\_\_  
PHILIP J. POWELL, Registered Agent

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
FAX

800-342-8086

P95000028489

**CSC networks**  
PRINCIPLE, HALL  
LEGAL & FINANCIAL SERVICES

JUN 3 1996  
ACCOUNT NO. : 072100000032

REFERENCE : 972735 4331939

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 87.50

ORDER DATE : May 31, 1996

ORDER TIME : 2:55 PM

ORDER NO. : 972735

CUSTOMER NO: 4331939

5000013475013

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: BETTER HEALTH NETWORK, INC.

FILED  
95 JUN -3 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

613  
Amend  
CC



**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
BETTER HEALTH NETWORK, INC.**

**FILED**  
96 JUN -3 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Philip J. Powell, being the Chief Executive Officer of BETTER HEALTH NETWORK, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on April 11, 1995, DOES HEREBY CERTIFY:

1. The name of this Corporation is BETTER HEALTH NETWORK, INC.
2. The Corporation's Articles of Incorporation are hereby amended as follows:
  - (a) Article XIII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by new Article XIII, as follows:

**ARTICLE XIII  
AFFILIATED TRANSACTIONS AND  
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by the provisions of Sections 607.0901 and 607.0902 of the Florida Business Corporation Act.

- (b) Article XIV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by new Article XIV, as follows:

**ARTICLE XIV  
INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by all of the Shareholders and all of the members of the Board of Directors of the Corporation as of the 22 day of May, 1996, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Better Health Network, Inc., this 22 day of May, 1996.

  
\_\_\_\_\_  
**PHILIP J. POWELL**, Chief Executive Officer

P95000028489



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 240500 4331939

AUTHORIZATION : Patricia Pizab

COST LIMIT : \$ 87.50

ORDER DATE : January 29, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 240500-005

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

FILED  
97 JAN 29 PM 12:45  
DIVISION OF CORPORATION  
FLORIDA

200002072472--B

DOMESTIC AMENDMENT FILING

NAME: BETTER HEALTH NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
     RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
97 JAN 29 AM 10:51  
DIVISION OF CORPORATION  
FLORIDA

N. HENDRICKS JAN 29 1997

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
BETTER HEALTH NETWORK, INC.**

97 JAN 29 PM 12:45  
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Grover Wrenn, being the Chief Executive Officer of Better Health Network, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on April 11, 1995, as amended on June 3, 1996, DOES HEREBY CERTIFY:

1. The name of this Corporation is BETTER HEALTH NETWORK, INC.
2. The Corporation's Articles of Incorporation are hereby amended as follows:
  - (a) Article V of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

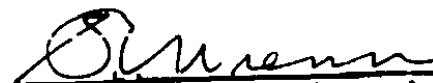
**ARTICLE V - CAPITAL STOCK**

"The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 2,000,000 shares of Common Stock, par value \$1.00 per share."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by the Board of Directors of the Corporation at a meeting held on the 23rd day of January, 1997, pursuant to Section 607.0820 of the Florida Business Corporation Act (the "FBCA") and by a written consent executed by the Shareholders of the Corporation on the 24th day of January, 1997, pursuant to Section 607.0704 of the FBCA. The number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Better Health Network, Inc., this 28 day of January, 1997.

  
GROVER WRENN, Chief Executive Officer



THE UNITED STATES  
CORPORATION  
COMPANY

# P95000028489

ACCOUNT NO. : 072100000032

REFERENCE : 504368 4331939

AUTHORIZATION :

*Patricia Poynt*

COST LIMIT : \$ 87.50

ORDER DATE : August 21, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 504368-005

8000002273588--2

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: BETTER HEALTH NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 AUG 21 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
97 AUG 21 AM 11:47  
OFFICE OF THE  
CLERK OF THE  
COURT

8/21  
*Jon Amend*  
*C.C.*

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
BETTER HEALTH NETWORK, INC.**

FILED  
97 AUG 21 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Grover Wrenn, being the Chief Executive Officer of Better Health Network, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on April 11, 1995, as amended on June 3, 1996 and as further amended on January 29, 1997, DOES HEREBY CERTIFY:

1. The name of this Corporation is BETTER HEALTH NETWORK, INC.
2. Article V of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 4,000,000 shares, consisting of (a) 2,000,000 shares of Common Stock, par value \$1.00 per share (the "Common Stock") and (b) 2,000,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock").

**I. Preferred Stock**

A. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

1. **Preferences.** Subject to the rights of the holders of the Corporation's Common Stock, authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(l) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

## **II. Common Stock.**

All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges:

A. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

B. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

C. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.



3. The Amendment hereby made to the Articles of Incorporation was duly adopted by the Board of Directors of the Corporation at a meeting held on the 10th day of July, 1997, pursuant to Section 607.0820 of the Florida Business Corporation Act (the "FBCA") and by a written consent executed by the majority Shareholder of the Corporation on the 6 day of August, 1997, pursuant to Section 607.0704 of the FBCA. The number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Better Health Network, Inc., this 7<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
GROVER WRENN, Chief Executive Officer