

P97000097626

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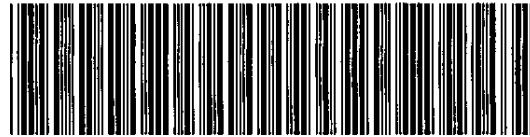
(Business Entity Name)

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TALLAHASSEE, FLORIDA

6/12
Robert Arch
& CC

JUN 13 2012
C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Fidelity Health Group Corp
DOCUMENT NUMBER: 097000097626

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Yvony Petit-Homme
Name of Contact Person
McENTOSH
Firm/ Company
5300 W. ATLANTIC AVE, SUITE 404
Address
DePray Beach, FL 33484
City/ State and Zip Code
dryphie@McENTOSH.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Yvony Petit-Homme at (561) 305-5000
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 1, 2012

YVENY PETITHOMME II
5300 W. ATLANTIC AVE., STE 404
DELRAY BEACH, FL 33484

SUBJECT: FIDELITY HEALTH GROUP CORP.
Ref. Number: P97000097626

We have received your document for FIDELITY HEALTH GROUP CORP. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 512A00013116

RESTATED
ARTICLES OF INCORPORATION
OF
Mackentosh, Inc.
(Document Number P97000097626)

Pursuant to the provisions of Florida statute 607.1007, this corporation restates its Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this corporation is **Mackentosh, Inc.**

ARTICLE II
PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation is:

3275 W. Hillsboro Blvd
Suite 301
Deerfield Beach, Fl 33442

ARTICLE IV
BOARD OF DIRECTOR(S)

The corporation shall establish a board of director(s). The number of directors may increase or decrease from time to time according to the bylaws of the corporation but shall never be less than one.

ARTICLE V
INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Yveny N. PetitHomme II
5300 W. Atlantic Ave.
Suite 404
Delray Beach, Fl 33484

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
CAPITAL STOCK**

i. The maximum number of shares that this corporation is authorized to issue is **1,000,000 (one million)**, shares of common stock, each share having the par value of **one cent (\$.01)**.

ii. All common shares of stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

iii. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net asset of the Corporation.

iv. The Board of Directors may authorize the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance. Therefore, No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature without the authorization of the Board of Director(s).

v. The board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

vi. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE VII
REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE VIII
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent is:
Yveny N. PetitHomme II, 5300 W. Atlantic Ave., Suite 404 Delray Beach, Fl. 33484

**ARTICLE IX
BYLAWS**

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporations or any amendment hereto are granted subject to this reservation.

**ARTICLE XI
SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE XII
POWERS OF CORPORATION**

The corporations shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE XIII
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE XIV
SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

i. The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

ii. After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the share holders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

iii. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend.

"The shares of stock represented by this certificate can not be transferred if such, transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

**ARTICLE XV
INDEMNIFICATION**


The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of director(s), that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The

Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

CERTIFICATE REGARDING SHAREHOLDER APPROVAL


This restatement does not contain amendments which require shareholder approval, and this restatement has been adopted by the corporation's director.

The foregoing RESTATED ARTICLES OF INCORPORATION were adopted and executed this 10th day of May 2012.


Yveny N. PetitHomme II
President/Director

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Yveny N. PetitHomme II