

5300 First Union Financial Center,  
200 South Biscayne Boulevard  
Miami, FL 33131-2339  
305-579-0300  
Fax: 305-579-0321

Morgan, Lewis  
& Bockius LLP  
C O U N S E L O R S   A T   L A W

P97000107013

February 23, 1998

VIA FEDERAL EXPRESS

800002439638--3  
-02/24/98--01099--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Restatement of Well America Group, Inc.

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find an original and copy of the Articles of Restatement of Well America Group, Inc.

We have enclosed our firm's check for \$35.00 made payable to the Department of State. We ask that you return a stamped filed copy of the enclosed document to our attention. We have provided a self-addressed, stamped envelope for your convenience.

Should you have any questions, please contact me.

Sincerely,



Craig C. Glorioso  
Paralegal

Enclosures

Restated Articles  
LFT 3-4-98

NI01A/44945.1

Craig authorized to take  
coordination out of Act VII

P97000107013

FILED  
98 FEB 24 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT  
OF  
WELL AMERICA GROUP, INC.**

FILED

98 FEB 24 AM 11:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, Well America Group, Inc., a Florida corporation, does hereby make and certify these Articles of Restatement of its Articles of Incorporation:

1. The name of the corporation is: Well America Group, Inc.
2. The restated Articles of Incorporation, containing the text of amendments adopted, is set forth as Exhibit A attached to these Articles of Restatement and incorporated herein.
3. The restated Articles of Incorporation do not contain amendments to the Articles of Incorporation which require shareholder approval because no shares had been issued as of the date of adoption by the Board of Directors.
4. The amendments to the Articles of Incorporation contained in the restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors on February 19, 1998.

Dated: February 19, 1998.

WELL AMERICA GROUP, INC.

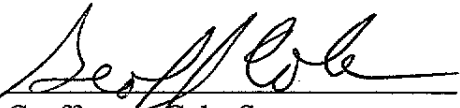
By   
Geoffrey A. Cole, Sr.,  
President, Incorporator and Director

Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WELL AMERICA GROUP, INC.**

**FILED  
98 FEB 24 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned do hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**ARTICLE I**

**Name**

The name of the corporation is:

Well America Group, Inc.

**ARTICLE II**

**Initial Principal Office**

The street address of the initial principal office of the corporation shall be:

888 Brickell Avenue  
Miami, Florida 33131

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

## **ARTICLE III**

### **Authorized Shares**

(1) **Authorized Capital Stock.** The aggregate number of shares which the corporation shall have authority to issue is 1,000,000, consisting of 900,000 shares of Common Stock, \$.01 par value per share, and 100,000 shares of Preferred Stock, \$.01 par value per share.

(2) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of the Preferred Stock. Subject only to the prior rights and preferences of the Preferred Stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata per share, after the rights of the holders of the Preferred Stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(3) **Preferred Stock.**

(a) **General.** All shares of the Preferred Stock shall in all respects be equal, and shall have the powers, preferences, voting rights and other special rights, and the limitations, restrictions and qualifications hereinafter set forth. The Board of Directors is expressly authorized to cause shares of Preferred Stock to be issued from time to time and to determine the consideration to be received therefor. The Preferred Stock shall rank prior to the Common Stock, both as to the payment of dividends (other than dividends payable solely in shares of Common Stock) and as to amounts distributable upon the voluntary or involuntary liquidation, dissolution or winding up of the corporation.

(b) **Dividends.** The holders of record of shares of the Preferred Stock shall be entitled to receive, as and when declared by the Board of Directors, out of funds legally available therefor, cash dividends at the rate per month per share equal to the amount which would, in 30 equal payments, fully amortize the principal amount of a loan of \$180.00 over a period of 30 months with interest on the unpaid principal amount at the rate of 10% per annum, and no more, payable on the last day of each month, commencing on the last day of the month following the six-month anniversary of issuance thereof and ending on the last day of the month first occurring after the three-year anniversary date of the date of issuance thereof. Such dividends shall be cumulative and shall accrue, without interest, from the first day of the month following the six-month anniversary of the date of issuance of the shares of Preferred Stock. After such month end occurring after the three-year anniversary date, the Preferred Stock shall not be entitled to any dividends.

(c) **Voting Rights of Preferred Stock.**

(i) ***General Voting Rights.*** The holders of Preferred Stock shall not have any voting rights except as may otherwise be required by law. In all matters in which the holders of Preferred Stock shall be entitled to vote they shall vote separately as a single class and, for purposes of any such vote, each share of the Preferred Stock shall have one vote.

(ii) ***Corporate Action Requiring Affirmative Vote of the Preferred Stock.*** Without first obtaining the affirmative vote of the holders of at least two-thirds of the outstanding shares of Preferred Stock, the corporation shall not:

(1) amend any provision of these Articles of Incorporation in any manner substantially prejudicial to the holders of the Preferred Stock; or

(2) issue any class or series of stock ranking prior to the Preferred Stock in the payment of dividends or in amounts distributable upon liquidation of the corporation.

(d) **Liquidation.** In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of shares of Preferred Stock shall be entitled to be paid out of the assets of the corporation, before any distribution or payment is made to or set apart for the holders of any shares of Common Stock \$180.00 per share plus the amount per share of any unpaid cumulative dividends accrued to the date of such liquidation payment, and no more. In case the amounts available for distribution to the holders of the Preferred Stock are not sufficient to pay the holders of all outstanding shares of Preferred Stock the full amounts to which they are respectively entitled as aforesaid, then such amounts shall be distributed ratably to the holders of all the outstanding shares of Preferred Stock in proportion to the full amounts to which they are respectively entitled. Neither the merger or consolidation of the corporation into or with any other corporation, nor the sale of all or substantially all the assets of the corporation, shall be deemed a liquidation, dissolution or winding up of the corporation, voluntary or involuntary.

(e) **Repurchase Rights.**

(i) ***Repurchase Rate.*** Each holder of Preferred Stock shall have the irrevocable right and option to require the corporation to repurchase shares of Preferred Stock held by such holder for a cash repurchase price of \$540.00 per share upon the terms and conditions contained in this Article III, Section (3)(e). The right and option shall be exercisable by the holder of Preferred Stock only during the period commencing on the three-year anniversary date of the date of issuance of the Preferred Stock and terminating on the date 90 days after such three-year anniversary date (the "Redemption Period"). Prior to and after the Redemption Period, the holder shall not have any right to require the corporation to repurchase shares of Preferred Stock. The corporation shall be obligated to so repurchase shares of the Preferred Stock only to the extent that such repurchase would not

(i) cause the corporation to not be able to pay its debts as they become due, (ii) cause the corporation's total assets to be less than the corporation's total liabilities or (iii) otherwise violate the law.

(ii) ***Repurchase Procedures.*** Any holder of shares of Preferred Stock desiring to require the corporation to repurchase the holder's shares of Preferred Stock shall surrender the certificates for such shares at the executive offices of the corporation during the Redemption Period. Such delivered certificates shall be duly endorsed to the corporation or in blank, together with a written request for redemption. The corporation will, within 60 days of the date of such surrender of the certificate for redemption, deliver to the person for whose account such shares of Preferred Stock were so surrendered a check for the aggregate redemption repurchase price, without interest.

(f) **Conversion Rights.**

(i) ***Conversion Rate.*** Each holder of shares of Preferred Stock shall have the right, at any time, to convert, subject to the provisions of this Article III, Section (3)(f), each share of Preferred Stock held by the holder into one fully paid and nonassessable share of Common Stock of the corporation.

(ii) ***Conversion Procedures.*** Any holder of shares of Preferred Stock desiring to convert the same into Common Stock shall surrender the certificates for such shares of Preferred Stock at the executive office of the corporation, which certificates shall be duly endorsed to the corporation or in blank, together with a written request for conversion. The corporation will, as soon as practicable after such surrender for conversion, issue and deliver to the person for whose account such shares of Preferred Stock were so surrendered certificates for the number of shares of Common Stock to which the person shall be entitled. Such conversion shall be deemed to have been made as of the date on which the certificates for shares of Preferred Stock to be converted and written request were actually received by the corporation, and the person entitled to receive the shares of Common Stock issuable upon the conversion of such shares of Preferred Stock shall be treated for all purposes as the record holder of such Common Stock on such date.

(iii) ***Adjustment.*** In the event that the corporation shall pay a dividend on its Common Stock in shares of its Common Stock, or subdivide, combine or reclassify its outstanding shares of Common Stock, the conversion rate in effect immediately prior thereto shall be proportionately increased or decreased, by multiplying the rate by a fraction (x) the numerator of which is the total number of shares outstanding immediately prior to the record date for the event and (y) the denominator of which is the total number of shares outstanding immediately after the record date for the event.

(iv) ***Consolidation or Merger.*** In case of the consolidation or merger of the corporation with or into another corporation or entity (other than a merger not involving

any reclassification, conversion or exchange of outstanding Common Stock in which the corporation is the surviving corporation), or in case of the sale, transfer or other disposition of all or substantially all of the property, assets or business of the corporation as a result of which sale, transfer or other disposition, property other than cash shall be payable or distributable to the holders of the Common Stock, each share of Preferred Stock shall thereafter be convertible into the number and class or series of shares or other securities or property of the corporation, or of the corporation resulting from such consolidation or merger or to which such sale, transfer or other disposition shall have been made, to which the Common Stock otherwise issuable upon conversion of such share of Preferred Stock would have been entitled upon such reorganization, consolidation, merger, or sale, transfer or other disposition if outstanding at the time thereof; and in any such case appropriate adjustment, as determined by the Board of Directors, shall be made in the application of the provisions set forth in this Article III, Section 3(f) with respect to the conversion rights thereafter of the holders of the Preferred Stock. Proper provision shall be made as a part of the terms of any such consolidation, merger, sale, transfer or other disposition whereby the conversion rights of the holders of Preferred Stock shall be protected and preserved in accordance with the provisions of this Article III, Section 3(f).

(v) ***Common Stock Reserved.*** The corporation shall at all times reserve and keep available, out of its authorized and unissued stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all shares of Preferred Stock from time to time outstanding.

(4) **No Preemptive Rights.** No holder of Common Stock or Preferred Stock of this corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of Common Stock or Preferred Stock of this corporation, whether now or hereafter authorized, or any obligations convertible into shares of Common Stock or Preferred Stock of this corporation, all preemptive and preferential rights being expressly denied.

#### **ARTICLE IV**

##### **Registered Office and Agent**

The street address of the corporation's initial registered office is:

888 Brickell Avenue, Suite 202  
Miami, Florida 33131

The name of the corporation's initial registered agent at that office is Vivian V. Lehman.

## **ARTICLE V**

### **Incorporators**

The name and address of the incorporators are:

Geoffrey A. Cole	2200 Alhambra Circle Coral Gables, Florida 33134
------------------	---

Vivian V. Lehman	1311 Castile Avenue Coral Gables, Florida 33134
------------------	--

Nancy Cole	2200 Alhambra Circle Coral Gables, Florida 33134
------------	---

Dallas G. Lehman	1311 Castile Avenue Coral Gables, Florida 33134
------------------	--

Samuel T. Cole, Sr.	4955 Lakeview Drive Miami Beach, Florida 33140
---------------------	---

## **ARTICLE VI**

### **Purpose and Powers**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

## **ARTICLE VII**

### **Board of Directors**

The number of directors constituting the ~~initial~~ board of directors is four. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the ~~initial~~ board of directors are:



Geoffrey A. Cole

2200 Alhambra Circle  
Coral Gables, Florida 33134

Vivian V. Lehman

1311 Castile Avenue  
Coral Gables, Florida 33134

Dallas G. Lehman

1311 Castile Avenue  
Coral Gables, Florida 33134

Samuel T. Cole, Sr.

4955 Lakeview Drive  
Miami Beach, Florida 33140