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NAME: PROHEALTH MANAGEMENT GROUP, INC.

AUDIT NUMBER.....H98000003002

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 6

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**ARTICLES OF INCORPORATION OF  
PROHEALTH MANAGEMENT GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act do hereby adopt the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is PROHEALTH MANAGEMENT GROUP, INC.

**ARTICLE TWO  
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE  
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

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

3.2 To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR  
CAPITALIZATION**

4.1 The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall be without par value.

4.2 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; provided, however, that the Board of Director(s) may, in authorizing 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.

Law Offices of Robert Flinnell, P.A.  
4600 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2310  
Tel: (305) 377-2500 Fax: (305) 374-3756  
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4.3 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.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify 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 FIVE REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 4600, Miami, Florida 33131-2310, and the name of its initial registered agent at such address, is Robert Flavell, Esq.,

#### ARTICLE SIX DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Lori V. Chammas	4135 Laguna Street Suite C Coral Gables, Florida 33146
Sergio E. Varona	4135 Laguna Street Suite C Coral Gables, Florida 33146

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**ARTICLE SEVEN  
INCORPORATORS**

The name and address of each incorporator is:

Name	Address
Lori V. Chammas	4135 Laguna Street Suite C Coral Gables Florida 33146

**ARTICLE EIGHT  
PRINCIPAL PLACE OF BUSINESS**

The company's principal place of business shall be 4135 Laguna Street, Suite C Coral Gables, Florida 33146.

**ARTICLE NINE  
OFFICERS**

The officers of the Corporation shall be:

President:	Sergio E. Varona
Vice-President:	Lori V. Chammas
Secretary:	Lori V. Chammas
Treasurer:	Sergio E. Varona

**ARTICLE TEN  
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.

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10.1 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.

10.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders 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.

10.3 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 presented by this certificate cannot 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 ELEVEN 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 TWELVE POWERS OF CORPORATION

The Corporation 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.

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Notary Public

Printed Name:

My commission expires:

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated therein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated February 11, 1998.

  
Robert Flavell, Esq.

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