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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
HIPPOCRATES HEALTH INSTITUTE OF FLORIDA, INC.**

Certificate of Status	0
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Amended  
Restated  
@ 10/14/10

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**Amended and Restated Articles of Incorporation  
of  
Hippocrates Health Institute of Florida, Inc.**

**Article I.**

**Name of Organization**

The name of the organization shall be HIPPOCRATES HEALTH INSTITUTE OF FLORIDA, INC.

**Article II.**

**General Nature of Organization**

The general purposes for which this corporation is formed are to operate exclusively for such charitable, educational and scientific purposes as will qualify it as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code"), as amended, or corresponding provisions of any subsequent federal tax laws, including without limitation the making of distributions to organizations which qualify as tax-exempt organizations under the Code. Hippocrates Health Institute of Florida, Inc. shall establish and advance programs designed (i) to restore and maintain the human structure and psyche, and (ii) to facilitate education and the utilization of lifestyle changes that will enable the recipients of its charitable activities to improve their health and the health of their family and friends. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any or in opposition to any candidate for public office.

**Article III.**

**Powers**

In furtherance of its corporate purposes, the corporation shall have the powers granted by the State of Florida to a not-for-profit entity.

**Article IV.**

**No Members**

The corporation shall have no members.

**Article V.**

**Existence**

The corporation shall exist perpetually unless dissolved according to law.

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Article VI.  
Income Distribution

No part of the income of the corporation shall be distributed to any trustee, officer or other person, except as reasonable compensation for services rendered to the corporation. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee or officer or any private individual.

Article VII.  
Distribution of Assets

Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to an organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law.

Article VIII.  
Principal and Registered Office and Registered Agent

The principal and registered office of the organization shall be 1443 Palmdale Court, West Palm Beach, FL 33411. The registered agent at that address shall be Brian R. Clement.

Article IX.  
Management of Organization Affairs

The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The board of trustees shall consist of three or more natural persons who are 18 years of age or older. The number of trustees shall be determined from time to time by resolution of the board of trustees, but shall never be fewer than three. Each trustee shall have one vote. The method of electing members of the board of trustees shall be as provided in the bylaws.

Article X.  
Subscriber

The name and address of the subscriber to these Amended and Restated Articles of Incorporation is:

Brian R. Clement  
1443 Palmdale Court  
West Palm Beach, FL 33411

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Article XI.  
Bylaws

The bylaws of the corporation shall be adopted by the trustees and may be altered, amended or rescinded in the manner provided by the bylaws.

Article XII.  
Amendments

The corporation may amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of the board of trustees.

The corporation has no members; consequently, there are no members entitled to vote on the amendments provided by these Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted on August 24, 2010, by the corporation's board of trustees and have been signed by its President, Brian R. Clement.

Date 9/27/2010

Hippocrates Health Institute of Florida, Inc.

By:   
Printed Name: Brian R. Clement  
Title: President