

# P96000092132

World Wellness, Inc.  
Requestor's Name

36555 US 19 N.  
Address

Palm Harbor, FL 34684  
City/State/Zip Phone #

800002022378-4  
-03/29/99-01132-004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

*No Return Address*  
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

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99 MAR 29 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend.*

**VS APR 6 1999**

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
99 MAR 29 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WORLD WELLNESS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV: SHALL BE AMENDED TO READ AS  
FOLLOWS;

THE 100,000,000 SHARES OF STOCK THE CORPORATION  
IS AUTHORIZED TO ISSUE SHALL BE CLASSIFIED AS  
FOLLOWS;

CLASS A PREFERRED STOCK - 20,000,000 SHARES  
SEE ATTACHED RESOLUTION (NON-OWNERSHIP, NON-VOTING  
DIVIDEND PAYING)

CLASS B COMMON STOCK - 80,000,000 SHARES  
SEE ATTACHED RESOLUTION (FULL VOTING RIGHTS AND  
OWNERSHIP RIGHTS, NON-DIVIDEND PAYING).

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: NOVEMBER 9, 1998.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9 day of NOVEMBER, 19 98.

Signature

John T. Lain VICE CHAIRMAN, SEC. CFO  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOHN T. LAIN  
Typed or printed name

VICE CHAIRMAN, SEC. CFO  
Title

# World Wellness, Inc.

## **CORPORATE RESOLUTION OF THE BOARD OF DIRECTORS Authorization to Amend Articles of Incorporation**

At a Special Meeting on November 9, 1998, of the Board of Directors of World Wellness, Inc., the Board considered amending the Articles of Incorporation in order to classify the authorized issues of stock. The Board reviewed and discussed the issues and on motion, the following resolution was adopted:

**RESOLVED**, that the Board of Directors hereby authorizes the Amendment to Article IV of the Articles of Incorporation. Specifically, Article IV shall read as follows: The 100,000,000 shares of stock the Corporation is authorized to issue shall be classified as follows:

### **Class A: Preferred Stock - 20,000,000 shares**

#### *Preferences -*

Liquidation - upon liquidation of the company, Class A will receive 1.5 times per share the amount received by Class B;

#### *Dividends -*

Dividends will be paid to Class A if a net profit is declared by the Board of Directors in an amount equal to eight percent (8%) of the net profits.

#### *Redemption Provision -*

The corporation is authorized to buy back preferred shares from their owners whenever the corporation chooses to do so (Section 54 of the Model Act) in the amount of 150% of the preferred stock purchase price. The preferred shares of stock are callable and redeemable at the sole discretion of the corporation at any time up to and including two years from the date of purchase. If the corporation calls for the redemption of preferred shares of stock, the stockholder will be notified of its intent in writing, via certified mail, 30 days prior to the redemption date. The stockholder then must return the stock certificates, via certified mail, to World Wellness, Inc., 36555 U.S. Hwy 19 North, Palm Harbor, Florida 34684. Within thirty (30) days of receipt of the certificate and notification of the stockholders redemption option, the corporation shall cause to be issued the appropriate payment.

*Voting Powers* - none;  
*Ownership Rights* - none.

**Class B: Common Stock** - 80,000,000 shares


*Preferences* - none;

*Dividends* - none;

*Voting Powers* - 1 vote per share;

*Ownership Rights* - full ownership rights.

  
CARLOS M. GARCIA, MD, GMP, COB

  
CORPORATE SECRETARY

SEAL:

