

FROM

F060000004856

(THU 3.12.09 11:15/ST. 11:14/NO. 486333860) P 1

Florida Department of State  
Division of Corporations  
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HEALTHSLEEP, INC.

Certificate of Status	0
Certified Copy	1
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FROM

(THU) 3.12'09 11:16/ST. 11:14/NO. 4863333601 P 2



March 12, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HEALTHSLEEP INC.  
13083 TELECOM PARKWAY NORTH  
TEMPLE TERRACE, FL 33637

SUBJECT: HEALTHSLEEP INC.  
REF: F06000004856

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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

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Teresa Brown  
Regulatory Specialist II

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM

(THU) 3.12.09 11:16/ST. 11:14/NO. 4863333601 P 3  
(((H09000057451 3)))

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
(1-3 MUST BE COMPLETED)

F06000004856

(Document number of corporation (if known))

1. HEALTHSLEEP INC.  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 7/20/2006 (Date authorized to do business in Florida)

**SECTION II**  
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3/5/2009

5. aaXess Partners, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Paul Stanley  
(Typed or printed name of person signing)

Chief Executive Officer  
(Title of person signing)

(((H09000057451 3)))

FILED  
2009 MAR 12 PM 2:41  
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FLORIDA

FROM

((THU) 3.12'09 11:17/ST. 11:14/NO. 4863333601 P 4  
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HEALTHSLEEP INC.", CHANGING ITS NAME FROM "HEALTHSLEEP INC." TO "AAXESS PARTNERS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 2009, AT 1:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4107117 8100

090240342

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7171453

DATE: 03-06-09

((H09000057451 3)))

FROM:

(THU) 3.12.09 11:17/ST. 11:14/NO. 4863333601 P 5  
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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:45 PM 03/05/2009  
FILED 01:33 PM 03/05/2009  
SRV 090240342 - 4107117 FILE

**SECOND CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
HEALTHSLEEP INC.**

It is hereby certified that:

1. The name of the corporation (the "Company") is HealthSleep Inc.
2. The Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Incorporation"), is amended as follows:

a. Article I of the Certificate of Incorporation is hereby deleted in its entirety, and the following Article I of the Certificate of Incorporation is inserted in lieu thereof:

"The name of this corporation is: anXess Partners, Inc."

b. Section G(4)(b)(i) of Article IV of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety, and the following Section G(4)(b)(ii) of Article IV of the Certificate of Incorporation is inserted in lieu thereof:

"'Asset Transfer' shall mean a sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Corporation or the exclusive license of all or substantially all of the Corporation's intellectual property, provided that, under no circumstances shall the term 'Asset Sale' include the sale, lease, license, transfer, or other disposition of the Corporation's assets (including without limitation the Corporation's ownership of stock, membership interests, or other equity in any corporation, limited liability company or other entity) used in or related to the operation of sleep diagnostic and treatment clinics."

3. The Second Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228, 242 and 141 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, HEALTHSLEEP INC. has caused this Second Certificate of Amendment of Amended and Restated Certificate of Incorporation to be signed by its undersigned officer this 5th day of March, 2009.

HEALTHSLEEP INC.

Signature: \_\_\_\_\_

Paul Stanley, Chief Executive Officer