

N000000004925

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
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Telephone: 305/448-3900
Facsimile: 305/446-9206
OF COUNSEL
Martin E. Segal, P.A.

December 13, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Women's Institute of Total Health in Nature, Inc.
Amended and Restated Articles of Incorporation
Our File No. 1013-18

100003505271--0
-12/19/00--01019--015
*****78.75 *****78.75

Dear Sir/Madam:

On behalf of the above referenced corporation, I enclose herewith an original and one (1) copy of the executed and notarized Amended and Restated Articles of Incorporation, together with my firm check in the amount of \$78.75.

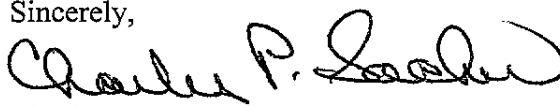
Please cause the original copy of the Amended and Restated Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Amended and Restated Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

Thank you for your attention to this matter.

Sincerely,


Charles P. Sacher

CPS:abc

Enclosure

cc: Nilza Kallos, M.D.
Ms. Carolyn Shurman

Amended & Restated art.

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V. SHEPARD JAN 19 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 18 AM 8:09



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2000

CHARLES P. SACHER
2655 LEJEUNE RD., STE. 1101
CORAL GABLES, FL 33134

SUBJECT: WOMEN'S INSTITUTE OF TOTAL HEALTH IN NATURE, INC
Ref. Number: N00000004925

We have received your document for WOMEN'S INSTITUTE OF TOTAL HEALTH IN NATURE, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 600A00064637

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher
Alicia M. Santana
Barbara J. Wolodzko

Telephone: 305/448-3900
Facsimile: 305/446-9206

January 11, 2001

OF COUNSEL
Martin E. Segal, P.A.

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Women's Institute of Total Health in Nature, Inc.
Amended and Restated Articles of Incorporation
Your Ref. No. N00000004925
Your Letter No. 600A00064637
Our File No. 1013-18

Dear Sir/Madam:

I write in furtherance of your letter of December 28, 2000 as referenced by your above letter number. In this connection, I am pleased to enclose herewith an original and one (1) copy of the following documents:

1. Amended and Restated Articles of Incorporation; and
2. Certificate of Corporate Action.

Please cause the original copy of the Amended and Restated Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Amended and Restated Articles of Incorporation.

The check previously provided to you under cover of my letter of December 13, 2000 and which you retained is for payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

RECEIVED
01 JAN 18 AM 9:59
DIVISION OF CORPORATIONS

CPS:abc

Enclosure

cc: Nilza Kallos, M.D.
Ms. Carolyn Shurman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 18 AM 8:09

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WOMEN'S INSTITUTE OF TOTAL HEALTH IN NATURE, INC.

PREAMBLE

The undersigned as the sole incorporator of WOMEN'S INSTITUTE OF TOTAL HEALTH IN NATURE, INC., does hereby associate myself under the following Amended and Restated Articles, for the purpose of amending and restating the Articles under which I previously formed a Corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

WOMEN'S INSTITUTE OF TOTAL HEALTH IN NATURE, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

6280 Sunset Drive, Suite 601
Miami, Florida 33143

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To provide a peaceful environment for the accumulation and dissemination of information and educational material to enhance and promote health, well being and wellness through providing classes in Yoga, Tai Chi, meditation, stress control and nutrition, with a view towards providing complimentary therapies that can enhance traditional western medical treatments and to provide the information, skills, peaceful environment and support needed to make necessary lifestyle changes to improve well being and take and retain control over personal health thereby providing services which promote personal health, benefit the community, and ease the burdens on organized medicine;

(2) To sponsor classes, lectures, workshops and other methods by which information and education can be disseminated;

(3) To provide support groups for men and women to assist them in improving their physical and mental well-being;

(4) To make wellness available to all income levels in South Florida;

(5) To make contributions to any organization as described in §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the "Code"), with the exception of the organization testing for public safety; and

(6) In general, to carry out the purposes described in Paragraphs (1), (2), (3), (4) and (5) hereof, to raise funds through contributions and membership fees and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of accomplishing the foregoing purposes of the Corporation.

ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in §503 of the Code, and (c)

accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V
CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation

and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI
TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII
MEMBERSHIP

The members of the Corporation shall consist of the persons signing the Amended and Restated Articles of Incorporation and such other person or persons and organization or organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors. The Board of Directors shall consider the interest of such persons or organizations in determining eligibility of membership.

ARTICLE IX
SUBSCRIBER

The name and residence address of the subscriber of these Amended and Restated Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Shurman	3608 St. Gaudens Road Miami, Florida 33133

ARTICLE X
OFFICERS

(1) The affairs of the Corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other

officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

(3) The names and residence addresses of the officers of the Corporation who are to serve until the first appointment under these Amended and Restated Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Nilza Kallos, M.D.	President	10 Edgewater Drive, Unit 7D Coral Gables, Florida 33133
Carolyn Shurman	Vice-President	3608 St. Gaudens Road
	Secretary	Miami, Florida 33133
	Treasurer	

ARTICLE XI DIRECTORS

(1) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) directors but any number of directors as specified in the By-Laws from time to time, who shall be elected in accordance with the By-Laws.

(2) The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nilza Kallos, M.D.	10 Edgewater Drive, Unit 7D Coral Gables, Florida 33133
Carolyn Shurman	3608 St. Gaudens Road Miami, Florida 33133
James Ellison	5825 Sunset Drive, Suite 209 Miami, Florida 33143

ARTICLE XII BY-LAWS AND AMENDMENTS

(1) The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation.

The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Amended and Restated Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, WOMEN'S INSTITUTE OF TOTAL HEALTH IN NATURE, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 3608 St. Gaudens Road, Miami, Florida 33133, Miami-Dade County, Florida, and has named Carolyn Shurman as its initial Registered Agent who is located at such address.

ARTICLE XIV

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XV

PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in §509(a) of the Code, the following provisions shall become operative:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(2) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not retain any excess of business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

WITNESS MY HAND AND SEAL THIS 11 day of December, 2000.

Carolyn Shurman (SEAL)
CAROLYN SHURMAN

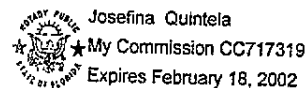
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared CAROLYN SHURMAN, to me well known to be the person described in and who executed and subscribed to the foregoing Amended and Restated Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 11 day of December, 2000.

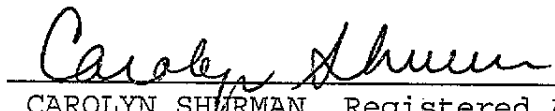
Josefina Quintela
Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for WOMEN'S INSTITUTE OF TOTAL HEALTH IN NATURE, INC., at place designated in ARTICLE XIII of the attached Amended and Restated Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
CAROLYN SHORMAN, Registered Agent

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CERTIFICATE OF CORPORATE ACTION

The undersigned, as the President of Women's Institute of Total Health in Nature, Inc. operating pursuant to the Articles of Incorporation filed with the Secretary of State of Florida on July 24, 2000, hereby certifies that the following resolutions were adopted on December 11, 2000 as follows:

RESOLVED, the Board of Directors of Women's Institute of Total Health in Nature, Inc. adopted and approved the execution of the Amended and Restated Articles of Incorporation of Women's Institute of Total Health in Nature, Inc. and authorized the undersigned to execute the same for and on behalf of the Women's Institute of Total Health in Nature, Inc. by a consent duly executed on December 11th, 2000; and

BE IT FURTHER RESOLVED, that the undersigned, Carolyn Shurman and Nilza Kallos, being the sole members of the Women's Institute of Total Health in Nature, Inc. on December 11, 2000 consented to the Amendment and Restatement of the Articles of Incorporation of Women's Institute of Total Health in Nature, Inc.

Dated this 10 day of January, 2001.



NILZA KALLOS

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