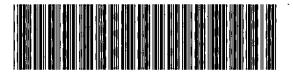
N000000007860

(Re	equestor's Name)				
(Ac	ldress)				
(Ac	ldress)				
. (Ci	ty/State/Zip/Phon	e #)			
PICK-UP	☐ WAIT	MAIL			
(Bu	isiness Entity Nai	me)			
(Document Number)					
Certified Copies	_ Certificate	s of Status			
Special Instructions to Filing Officer:					
		·			

Office Use Only



400139458584

01/12/09--01050--009 **35.00

FILED
2009 JAN 12 PM 1: 27
SECRETARY OF STATE
SECRETARY FLORID.

.

Amend

TB 1-20-0°

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPOR	ATION: Health	Corps of Florida	, Inc
DOCUMENT NUMBI	er: <u>N000000</u>	07860	
The enclosed Articles of	f Amendment and fee a	re submitted for filing.	
Please return all corresp	ondence concerning th	is matter to the following:	
lo!	Sert C. Griff	of Contact Person)	
Ma	dama Griffi	Hs O'Hora WI)
450	Park Avenu	(Address)	9
_Ne	~ York, NY (City/S	tate and Zip Code)	,
For further information	concerning this matter,	please call:	
Robert Griffitte (Name of Contact Person)		at (212) 20 9- 5463 (Area Code & Daytime Telephone Number)	
Enclosed is a check for	the following amount n	nade payable to the Florida De	epartment of State:
\$35 Filing Fee	\$43.75 Filing Fee & Certificate of Status	\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	\$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
Mailing Addre Amendment Sec Division of Cor P.O. Box 6327 Tallahassee, FL	etion porations	Street Address Amendment Section Division of Corporations Clifton Building 2661 Executive Center C	

Tallahassee, FL 32301

ZOO9 JAN 12 PM 1:27
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION FOR HEALTHCORPS OF FLORIDA, INC.

The undersigned, Dr. Mehmet Oz, certifies that he is the Chairman of HealthCorps of Florida, Inc., a Florida not for profit corporation (the "Corporation"), and further certifies each of the matters hereafter set forth is correct and complete:

- 1. The legal name of the Corporation is HealthCorps of Florida, Inc. (Florida Division of Corporations Document Number N00000007860).
- 2. At a duly noticed board meeting held on June 12, 2008, an action to amend the Articles of Incorporation of the Corporation was taken by the Corporation's directors adopting the following amendments:
 - A. Article I, Paragraph (C) of the Articles of the Corporation is hereby amended to read as follows: "(C) The principal office of the corporation will be located at 191 Seventh Avenue, Suite 4N, New York, NY 10011."
 - B. Article I, Paragraph (E) of the Articles of the Corporation is hereby amended to read as follows: "(E) The mailing address of the corporation is 191 Seventh Avenue, Suite 4N, New York, NY 10011."
 - C. Article IV, Paragraph (D) of the Articles of the Corporation is hereby amended to read as follows: "No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, member, director, or other officer of this corporation, contributor or private individual; provided, however, that funds may be distributed to the Sole Member if in furtherance of the exempt purposes of the corporation and in compliance with the Internal Revenue Code of 1986, as amended ("IRC") with respect to the Corporation's tax-exempt status under Section 501(c)(3) thereof. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed to the Sole Member or other non-profit and charitable corporations or institutions as shall qualify for exemption under Section 501(c)(3) of the IRC (including the Sole Member), and as may be designated by the Directors to be used for purposes similar to those of this corporation."
 - D. Article V of the Articles of the Corporation is hereby amended to read as follows: "The Corporation shall be a membership corporation. HealthCorps, Inc., a New York not-for-profit corporation, shall be its sole member ("Sole Member")."
 - E. The first paragraph of Article VI of the Articles of the Corporation is hereby amended to read as follows: "The management of the corporation shall be vested in the Board of Directors. The number of Directors of the corporation shall be not less than three (3). Directors may be elected and removed only by the affirmative vote of the Sole Member. The number of Directors may be increased or decreased as set forth in the Bylaws of the corporation, and said Bylaws may be amended from time to time by the affirmative vote of (i) a majority of Directors and (ii) the affirmative vote of the Sole Member."

- F. Article VIII of the Articles of the Corporation is hereby amended to read as follows: "These Articles of Incorporation may be amended only by (i) an affirmative vote of no less than a majority of Directors, and (ii) the affirmative vote of the Sole Member."
- G. Article IX of the Articles of the Corporation is hereby amended to read in its entirety as follows: "The Bylaws of the corporation may be amended only by the affirmative vote of (i) a majority of Directors, and (ii) the affirmative vote of the Sole Member."
- H. Article X of the Articles of the Corporation is hereby amended to read as follows: "The corporation is a Corporation Not-For-Profit as defined in Section 617.2001, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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; provided, however, that funds may be distributed to the Sole Member if in furtherance of the exempt purposes of the corporation and in compliance with the IRC with respect to the Corporation's tax-exempt status under Section 501(c)(3) thereof."
- 3. The action to amend the Articles of the Corporation was approved by a majority vote of the board of directors as of June 12, 2008.
 - 4. The Corporation has no members.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Amendment in accordance with the provisions of the Chapter 617 of the Florida Statutes.

DATED: June 12, 2008

Name: Dr. Mehmet Oz

Title: Chairman